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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Freshwater Conch Construction
Corp.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
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- ☐ Dissolution / Withdrawal _____
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- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
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**ARTICLES OF INCORPORATION
OF
FRESHWATER CONCH CONSTRUCTION CORP.**

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **FRESHWATER CONCH CONSTRUCTION CORP.**, and its principal place of business shall be located at 3930 S. Roosevelt Boulevard, Penthouse N406, Key West, Florida 33040, and the mailing address is the same.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in the business of remodeling, painting and drywall, as well as to carry on any and all incidental business.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares this corporation is authorized to issue is one thousand (1,000) shares of common stock at one dollar (\$1.00) par value, which shall be designated as "Common Shares." The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) natural persons, or the estate of such natural persons. Additionally, no stock shall be issued or transferred to a nonresident alien. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 3930 S. Roosevelt Boulevard N107, Key West, Florida 33040, and the name of the initial registered agent of this corporation at that address is Heath M. Miller.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have three (3) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial directors are as follows:

<u>Name</u>	<u>Address</u>
Mary D. Maxwell	3930 S. Roosevelt Blvd., Penthouse N406 Key West, FL 33040
Heath Miller	3930 S. Roosevelt Blvd., N107 Key West, FL 33040
William Eugene Rogers	1239 Musselman Drive Zanesville, OH 43701

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

	<u>Name</u>	<u>Address</u>
President	Mary D. Maxwell	3930 S. Roosevelt Blvd., Penthouse N406 Key West, FL 33040
Vice President	Heath Miller	3930 S. Roosevelt Blvd., N107 Key West, FL 33040
Secy/Treas.	William Eugene Rogers	1239 Musselman Drive Zanesville, OH 43701

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles are Mary D. Maxwell, 3930 S. Roosevelt Blvd., Penthouse N406, Key West, Monroe County, Florida 33040.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (1990).

ARTICLE XI - AMENDMENT

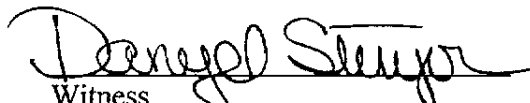
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This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: November 23, 2005


Witness
DANYEL R. STERYOU

By 
Mary D. Maxwell, Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Freshwater Conch Construction Corp. desiring to organize or qualify under the laws of the State of Florida, has named Heath M. Miller, located at 3930 S. Roosevelt Blvd., N107, Key West, Florida 33040, as its agent to accept service of process within Florida.

Dated: November 23, 2005


Witness
DANYEL R. STERYOU

By 
Mary D. Maxwell, Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: November 23 2005


Witness
DANYEL R. STERYOU

By 
Heath M. Miller, Resident Agent