

P06000003647



Jenny Gibbs  
111 Springdale Rd.  
Sebring, FL 33870

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\_\_\_\_\_

(Address)

\_\_\_\_\_

(City/State/Zip/Phone #)

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**ARTICLES OF INCORPORATION**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned natural person, competent and licensed to practice law in the State of Florida, acting hereby as Incorporator for the purpose of forming a corporation for profit under the provisions of Section 607, Florida Business Corporation Act, of the Florida Statutes, does hereby adopt the following Articles of Incorporation.

**I**

**NAMES OF CORPORATION, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of this corporation shall be **SUPERIOR QUALITY SEAMLESS GUTTERS, INC.**

The principal offices of this corporation shall be those located at 111 Springdale Road, Sebring, Florida 33870.

The mailing address of this corporation shall be 111 Springdale Road, Sebring, Florida 33870.

**II**

**PURPOSES**

The general nature and purposes of business to be transacted, promoted and carried on by the corporation are as follows:

- a. To invest its funds in real estate, mortgages, stocks bonds and any other type of investments permitted by law.
- b. To do everything necessary and proper in accomplishing the purposes herein set forth and to do anything incidental thereto which is not forbidden under the laws of the State of Florida.

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### **III CAPITAL STOCK**

- a. The maximum number of shares that the corporation is authorized to have outstanding at any time shall be 100 shares of common stock at \$1.00 per share par value.
- b. The consideration to be paid for each share shall be payable in lawful money or property, labor or services.
- c. Shares of the corporation's stock and certificates shall be issued only to officers in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

### **IV DURATION**

The corporation shall have perpetual existence.

### **V. REGISTERED AGENT**

The address of this corporation's initial registered office is 111 Springdale Road, Sebring, Florida 33870 and the name if its initial registered agent at said address is **JOE D. CONLEY**.

### **VI INCORPORATOR**

The name and address of the Incorporator is as follows:

**JOE D. CONLEY, 111 SPRINGDALE ROAD, SEBRING, FLORIDA 33870**

### **VII BOARD OF DIRECTOR**

The corporation shall have a Board of Director consisting of one person. The number of Directors may be increased or decreased from time to time by a resolution of the majority of the Stockholders but shall never be less than one. The name and address of the initial Director if this corporation are:

**JOE D. CONLEY, 111 SPRINGDALE ROAD, SEBRING, FLORIDA 33870**

### **VII INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all the Shareholders entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records.

**IX**  
**SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, stockholder, agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his continued rendering of such professional services, he shall forthwith sever all employment with the corporation, and shall not thereafter participate or share directly or indirectly, in any earnings or profits realized by the corporation on account of professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

**X**  
**INFORMAL DIRECTOR ACTION**

If all of the Directors severally and collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**XI**  
**INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**XII**  
**BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the Board of Directors and Stockholders provided that such amendment by in compliance with the laws of Florida governing a Professional Service Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation in the State of Florida this 30th day of January, 2006.

  
JOE D. CONLEY

STATE OF FLORIDA  
COUNTY OF Highlands

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to administer oaths and to take acknowledgments, personally appeared JOE D. CONLEY, to me known or who presented \_\_\_\_\_ as identification and who executed the foregoing instrument for the purposes described therein and who did/did not take an oath.

WITNESS my hand and official seal in the State and County last aforesaid this 3RD day of January, 2006.



(SEAL)

Jenny Gibbs  
Commission #DD262703  
Expires: Dec 19, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

Jenny Gibbs  
NOTARY PUBLIC

State of:  
Printed Name:  
My Commission Expires

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is **SUPERIOR QUALITY SEAMLESS GUTTERS, INC.**
2. The name and address of the registered agent and office is

**JOE D. CONLEY**  
**111 SPRINGDALE ROAD**  
**SEBRING, FLORIDA 33870**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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*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 accept the appointment as registered agent and 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 obligation of my position as registered agent.*

  
**JOE D. CONLEY**

1-3-06  
**DATE**

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FLORIDA 32314