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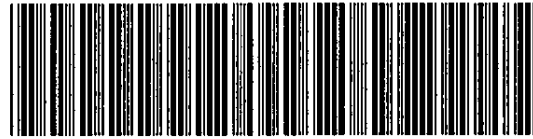
(Business Entity Name)

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05/10/06--01028--017 \*\*87.50

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06 MAY 18 AM 8:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. WHITE MAY 19 2006

May 15, 2006

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: Articles of Incorporation, Benson & Benson, Inc.

To whom it may concern,

Enclosed you will find Articles of Incorporation for Benson & Benson, Incorporated, a corporation that I wish to file in the state of Florida.

I have enclosed a filing fee of \$87.50. Please return any necessary papers to: 7227 Fernandina Avenue, Jacksonville, FL 32208.

Thank you,

A handwritten signature in black ink, appearing to read 'LaSell Jefferson', with a long horizontal flourish extending to the right.

LaSell Jefferson

lj



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

May 10, 2006

LASELL JEFFERSON  
7227 FERNANDINA AVE  
JACKSONVILLE, FL 32208

SUBJECT: BENSON & BENSON, INCORPORATED  
Ref. Number: W06000021755

We have received your document for BENSON & BENSON, INCORPORATED and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White  
Document Specialist  
New Filing Section

Letter Number: 206A00033149

**ARTICLES OF INCORPORATION  
OF  
BENSON & BENSON, INCORPORATED**

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06 MAY 18 AM 8:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, a natural person 18 years of age or older, in order to form a corporate entity under Chapter 607 of the Florida Statutes adopt the following Articles of Incorporation.

**ARTICLE I NAME**

The name of this corporation shall be **BENSON & BENSON, INCORPORATED** (hereinafter, "Corporation").

**ARTICLE II PRINCIPLE OFFICE**

The principle place of business for this Corporation shall be 947 Dorchester Street, Jacksonville, Florida, 32208 with a mailing address of P.O. Box 40194, Jacksonville, Florida, 32203.

**ARTICLE III PURPOSE**

The Corporation shall be organized for the purpose of engaging in any lawful activity, within or without the State of Florida.

**ARTICLE IV SHARES OF STOCK**

Section 4.01. The maximum number of shares that this Corporation is authorized to have outstanding at any time is SEVEN THOUSAND FIVE HUNDRED (7500) shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).

Section 4.02. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

Section 4.03. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

Section 4.04. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

Section 4.05. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, set forth in the Bylaws of the Corporation.

Section 4.06. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE V DIRECTORS**

Section 5.01. The members of the Governing Board of the Corporation shall be styled as Directors.

Section 5.02. The initial Board of Directors shall consist of not less than one (1) and not more than thirteen (13) members. The name and address of the initial members of the Board of Directors is as follows:

Name	Address
Earl D. Benson, Sr.	947 Dorchester Street, Jacksonville, FL 32208
Earl D. Benson, Jr.	947 Dorchester Street, Jacksonville, FL 32208
LaSell Jefferson	7227 Fernandina Avenue, Jacksonville, FL 32208

The above mentioned persons shall serve as appointed Directors until the first annual meeting of the Stockholders or until a successor(s) has been elected and qualified.

Section 5.03. The number of Directors may be increased or decreased by a duly adopted amendment to the Bylaws of the Corporation.

## **ARTICLE VI OFFICERS**

The Officers of the Corporation shall be as follows:

Name	Address
Earl D. Benson, Sr., President/CEO	947 Dorchester Street, Jacksonville, FL 32208
Earl D. Benson, Jr., Vice President	947 Dorchester Street, Jacksonville, FL 32208
LaSell Jefferson, Treasurer/CFO	7227 Fernandina Avenue, Jacksonville, FL 32208

## **ARTICLE VII REGISTERED AGENT AND OFFICE**

Section 7.01. The name and address of the Registered Agent for service of process is LaSell Jefferson, 7227 Fernandina Avenue, Jacksonville, FL 32208.

Section 7.02. The address of the Registered Office is 7227 Fernandina Avenue, Jacksonville, FL 32208.

Section 7.03. The Corporation may also maintain offices for the transaction of any business at such other places within or without the State of Florida as it may from time to time determine. Corporate business of every kind and nature may be conducted and meetings of Directors and Stockholders may be held outside of the State of Florida with the same effect as if in the State of Florida.

## **ARTICLE VIII INCORPORATOR**

The name and address of the incorporator is LaSell Jefferson, 7227 Fernandina Avenue, Jacksonville, FL 32208.

## **ARTICLE IX SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in the Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Section 9.01. The Shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in the Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the Shareholders of the Corporation unanimously agree otherwise in writing.

Section 9.02. After this Corporation has elected to be an S Corporation, none of the Shareholders of this Corporation, without the written consent of all the Shareholders of this Corporation, shall take any action or make any transfer or other disposition of Shareholders' shares of stock in the Corporation which will result in the termination or revocation of such election to be an S Corporation as provided in the Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

Section 9.03. Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under the Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

## **ARTICLE X SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of Shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE XI POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable laws or these Articles of Incorporation.

## **ARTICLE XII BYLAWS**

The Board of Director(s) of the Corporation shall have power without the assent or vote of the Shareholders to make, alter, amend or repeal the Bylaws of the Corporation by the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to make any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE XIII EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of May 15, 2006.

## **ARTICLE XIV AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation, or any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon Shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

## **ARTICLE XV POWERS OF DIRECTORS**

In furtherance and not in limitation of the powers conferred by statute, by the Board of Director(s) is expressly authorized: (1) Subject to the Bylaws, if any, adopted by the Shareholders, to make, alter, or repeal the Bylaws of the Corporations; (2) To authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the Corporation; (3) To authorize the guaranty by the Corporation of securities, evidences of indebtedness and obligations of other persons, Corporations and business entities; (4) To set apart out of any proper purpose and to

Corporations and business entities; (4) To set apart out of any proper purpose and to abolish any such reserve; (5) By resolution, to designate one or more committees, each committee to consist of at least one Director of the Corporation, which to the extent provided in the resolution or in the Bylaws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it. Such committee or committees shall have such name or names as may be stated in the Bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors; and (6) To authorize the Corporation by its Officers or Agents to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation, except and to the extent that any such statute shall require action by the Shareholders of the Corporation with regard to the exercising of any such power or the doing of any such act or thing.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Director(s) may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, except as otherwise provided herein and by law.

IN WITNESS WHEREOF, I, LaSell Jefferson, Incorporator of this Corporation, have hereunto set my hand this 1<sup>st</sup> day of May, 2006, hereby declaring and certifying that the facts stated hereinabove are true.



LaSell Jefferson, Incorporator

I, LaSell Jefferson, hereby accept as Registered Agent for the previously name Corporation on this 1<sup>st</sup> day of May, 2006.



Registered Agent

FILED  
06 MAY 18 AM 8:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA