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# Clifford B. Newton, P. A.

# Attorneys at Law

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February 27, 2007

Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Adams Interior Contractors of Orlando, Inc.

Dear Sir or Madam:

In connection with the above referenced corporations, enclosed please find the original Articles of Incorporation to be filed with the Secretary of State. I also enclose our firm check in the amount of \$78.75 for the cost of the filing fee.

I enclose a copy of the Articles of Incorporation and would appreciate you stamping and returning the same to me.

Should you have any questions or comments, please do not hesitate to call.

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Very truly yours,

Eva S. Adams, as Assistant to Clifford B. Newton

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Enclosures

#### ARTICLES OF INCORPORATION

**OF** 

# ADAMS INTERIOR CONTRACTORS OF ORLANDO, INC.



The undersigned, being a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

# ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be: ADAMS INTERIOR CONTRACTORS OF ORLANDO, INC.

#### ARTICLE II. GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

#### ARTICLE III. STOCK

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time is 100 shares of common stock having no par value.

## ARTICLE IV. CORPORATE EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE V. ADDRESS OF CORPORATION

The street address of the principal office of the corporation is: 109 Industrial Loop North, Orange Park, Florida 32073.

The Board of Directors may, from time to time, move the office to any other place in the State of Florida.

The corporation shall have, with the agreement of the Board of Directors, the privilege of establishing branch offices within the State of Florida or within any other State that the Board of Directors deem necessary and proper.

#### ARTICLE VI . INITIAL REGISTERED OFFICE & AGENT

The name and address of the Registered Agent and the address of the Registered Office of this corporation is: *Ira J. Adams, Jr., Adams Interior* • Contractors, Inc., 109 Industrial Loop North, Orange Park, Florida 32073.

## ARTICLE VII. DIRECTORS

The corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one (1).

The names and addresses of the Directors of the corporation are:

IRA J. ADAMS, JR. 109 Industrial Loop North Orange Park, Florida 32073 JOSEPH A. LEONARD 109 Industrial Loop North Orange Park, Florida 32073.

The bylaws of the corporation shall state the manner in which directors are appointed.

#### ARTICLE VIII. SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are as follows:

IRA J. ADAMS, JR. 109 Industrial Loop North Orange Park, Florida 32073 JOSEPH A. LEONARD

109 Industrial Loop North

Orange Park, Florida 32073.

#### ARTICLE XI. OFFICERS

The names and addresses of the officers of the Corporation and the offices they will hold for the first year of existence unless sooner terminated in accordance with the bylaws to be adopted by the Corporation are as follows:

JOSEPH A. LEONARD 109 Industrial Loop North Orange Park, Florida 32073 President

IRA J. ADAMS, JR. 350 Eldridge Drive, Suite 10 Orange Park, Florida 32073

CEO/Vice President/ Secretary/Treasurer

TIMOTHY S. BARNWELL 350 Eldridge Drive, Suite 10 Orange Park, Florida 32073 Vice President

#### ARTICLE IX. SELF DEALING

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are directors or officers of such corporation; and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation; and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

#### ARTICLE X. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereupon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporator, has executed the foregoing Articles of Incorporation on the day of February, 2007.

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

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

FIRST, that ADAMS INTERIOR CONTRACTORS OF ORLANDO, INC., desiring to organize under the laws of the State of Florida with its registered office at 109 Industrial Loop North, Orange Park, Florida 32073, has named Ira J. Adams, Jr. at 109 Industrial Loop North, Orange Park, Florida 32073, as its Agent to accept service of process within this state.

Having been named 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, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with, and accept, the obligations of this position.

REGISTERED AGENT

IRA J. ADAMS,

OF STATE

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STATE OF FLORIDA

COUNTY OF DUVAL

Sworn to and subscribed before me this  $\underline{\ \ \ \ \ \ \ \ \ \ \ \ \ \ }$  day of February, 2007, by Ira J. Adams, Jr., who is personally known to me.

Terrie Jane Gillard

My Commission DD304502

Expires March 28, 2008

Notary Public, State of Florida