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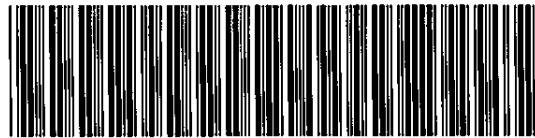
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RECEIVED
07 AUG -3 AM 10:40
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 AUG -3 AM 10:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 039864 10764A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : August 3, 2007

ORDER TIME : 9:39 AM

ORDER NO. : 039864-005

CUSTOMER NO: 10764A

DOMESTIC FILING

NAME: ARTESIAN FINANCIAL SERVICES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

FILED
07 AUG -3 AM 10:34
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
FOR
ARTESIAN FINANCIAL SERVICES, INC.**

The undersigned makes, subscribes, acknowledges and files these Articles of Incorporation for the purpose of forming and becoming a corporation for profit under the laws of the State of Florida.

ARTICLE ONE

The name of the corporation shall be:

Artesian Financial Services, Inc.

ARTICLE TWO

The general nature of the business and the objects and purposes to be transacted and carried on are to do any and all of the things herein mentioned, including:

- (a) All business authorized and permitted by State and Federal laws.
- (b) To do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes, or the attainment of any and all of the objectives herein enumerated, or incidental to the powers herein named which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or interested in any property or otherwise, with all of the powers now or hereinafter conferred by the laws of the State of Florida.
- (c) The business of the corporation is from time to time to do any lawful act and to engage in any lawful business, and it shall have the right to conduct its business in all

of its branches in or outside the State of Florida or, in any other State, territory or dependency of the United States, or in foreign countries it being the intention that each of the objects, purposes and powers specified in all of the provisions of this statement of purpose should be regarded as independent objects, purposes and powers, and to be in no manner nor to any extent limited or restricted by reference or inference by or from the terms of any clause of this statement, or any other paragraph of these Articles, and it is expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict the general powers of the corporation, the corporation being authorized to engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other State, County, Territory or Nation.

ARTICLE THREE

The Capital Stock of this Corporation shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

ARTICLE FOUR

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE FIVE

The existence of this Corporation shall be perpetual.

ARTICLE SIX

The principal office and mailing address of this Corporation is to be located at 762 South Nova Road, Daytona Beach, FL 32114, with the privilege of having other offices at other places within and without the State of Florida.

ARTICLE SEVEN

The initial registered office of this Corporation shall be 444 Seabreeze Blvd., Suite 900, Daytona Beach, FL 32118, and the initial registered agent of this Corporation at such office shall be K. Judith Lane, Esquire, who, upon acceptance, shall comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office open for service of process.

ARTICLE EIGHT

The name and address of the person signing these Articles of Incorporation is: Roy Lenois, 762 South Nova Road, Daytona Beach, FL 32114.

ARTICLE NINE

The offices of said Corporation shall be a President and such other officers and agents as may be deemed necessary. All officers, agents and directors shall be chosen in such manner, shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices.

ARTICLE TEN

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind or class as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

ARTICLE ELEVEN

It is the intent of the incorporator that the Corporation will qualify under Section 1244 of the Internal Revenue Code and that the Corporation will file as a Subchapter S Corporation.

ARTICLE TWELVE

The business of the Corporation may be managed by the shareholder or shareholders of the Corporation rather than by a Board of Directors.

ARTICLE THIRTEEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a shareholders meeting by a majority of the shares of stock entitled to vote thereon, unless all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE FOURTEEN

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

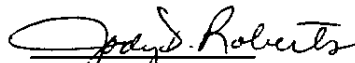
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 31st day of July, 2007.



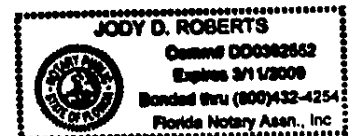
ROY LENOIS, INCORPORATOR

STATE OF FLORIDA
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 31st day of July, 2007, by Roy Lenois, who is personally known to me or who has produced N/A as identification.



Name of Notary:
Notary Public, State of Florida
Commission No.:
My Commission Expires:



ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of Artesian Financial Services, Inc., which is contained in the foregoing Articles of Incorporation and agrees to discharge the obligations required by law.

DATED THIS 2nd day of August, 2007.



K. Judith Lane, Esquire, Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA