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# P07000105178

Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

### Boyd Incorporated

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CAPITAL CONNECTION

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September 20, 2007

FLORIDA DEPARTMENT OF STATE

Division of Corporations

YOUR CAPITAL CONNECTION, INC.

SUBJECT: BOYD INCORPORATED

REF: W07000046686

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P04000126568 ( BOYD, INC. ).

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

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**ARTICLES OF INCORPORATION  
OF**

**Boyd Incorporated of Southwest Florida**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, hereby sets forth and declares:

**CHARTER**

**ARTICLE I  
NAME**

The name of the corporation shall be **Boyd Incorporated of Southwest Florida**

**ARTICLE II  
PRINCIPAL OFFICE**

The Corporation's principal office shall be 8050 Bayshore Road, City of North Fort Myers, County of Lee, in the State of Florida, 33917, and the mailing address shall be the same. The Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

**ARTICLE III  
PURPOSE**

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE IV  
TERM OF EXISTENCE**

The existence of the Corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

**ARTICLE V  
AUTHORIZED SHARES**

The aggregate number of shares the Corporation shall have authority to issue shall be 1,000 shares of common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

The Corporation shall have a Board of Directors of not less than one (1) Director, which number may be increased or decreased (but not below (1)) from time to time. The number of Directors each year shall be determined by the Shareholders at their annual meeting, unless otherwise specified or fixed in the Bylaws.

**ARTICLE VII**  
**INCORPORATOR**

The name and address of the incorporator of the Corporation is as follows:

Michael Thesier  
8050 Bayshore Road  
North Fort Myers, FL 33917

**ARTICLE VIII**  
**REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 8050 Bayshore Road, North Fort Myers, Florida 33917, and the name of the initial Registered Agent of this Corporation at that address is Michael Thesier.

**ARTICLE IX**  
**PREEMPTIVE RIGHTS**

Without first being offered to the stockholders for subscription, any shares of common stock now or hereafter authorized may be issued: (a) as dividends or in payment of dividends; (b) in exchange for preferred stock or funded debt of the Corporation outstanding; (c) to fulfill any outstanding right or option created by the Corporation to acquire from the Corporation shares of its common stock, or to convert other securities of the Corporation into shares of common stock; or (d) pursuant to any amendment to the Articles of Incorporation whereby shares of common stock are changed into a greater number of shares of the same class.

**X**  
**BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any Bylaw adopted by the Directors. The Directors may not alter, amend or repeal any Bylaw adopted by the Shareholders, nor may the Directors adopt Bylaws which would be in conflict with the Bylaws adopted by the Shareholders.

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IN WITNESS WHEREOF, I, Michael Thesier, the undersigned, being the incorporator of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 19 day of September, 2007.

  
MICHAEL THESIER, Incorporator

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In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

of Southwest Florida

First - That Boyd Incorporated, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of North Fort Myers, County of Lee, State of Florida, has named MICHAEL THESIER located at 8050 Bayshore Road, North Fort Myers, Florida 33917, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:   
MICHAEL THESIER  
Registered Agent

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