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FLORIDA PROFIT/NON PROFIT CORPORATION

Humphreys Holdings, Inc.

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**ARTICLES OF INCORPORATION
OF
HUMPHREYS HOLDINGS, INC.**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is **HUMPHREYS HOLDINGS, INC.**

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV
CAPITAL STOCK**

The corporation shall be authorized to issue Ten Thousand (10,000) shares of common stock at a par value of \$1.00 per share.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

Shawna Mucario
1519 Dr. Martin Luther King, Jr. St. N
Suite 2
St. Petersburg, FL 33704

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ARTICLE VI
CORPORATE ADDRESS

The street address of the initial principal office of the corporation is as follows:

1519 Dr. Martin Luther King, Jr. St. N
Suite 2
St. Petersburg, FL 33704

ARTICLE VII
MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board of Directors, consisting of not less than three (1) person. Initially, the number of directors of the corporation shall be two (2), provided however, that such number may be changed in accordance with the Bylaws of the Corporation.

The Directors named herein as the first Board of Directors shall hold office, as herein provided, and until their successors are elected or appointed and qualified. The manner in which the directors are elected or appointed shall be set forth in the Bylaws.

The names and addresses of such initial members of the Board of Directors are as follows:

Name and Address

Tom Humphreys
1519 Dr. Martin Luther King, Jr. St. N
Suite 2
St. Petersburg, FL 33704

Aubrey O. Dicus
980 Tyrone Blvd.
St. Petersburg, FL 33710

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if the majority of the members of the Board shall individually or collectively consent in writing to such as provided in the Bylaws for that action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by the required majority vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and

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the Bylaws of the corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the corporation may authorize the directors to elect from time to time.

Initially, the number of officers of the corporation shall be one (1), provided however, that such number may be changed in accordance with the Bylaws of the Corporation

The names and addresses of the initial officer is as follows:

President - Tom Humphreys
1519 Dr. Martin Luther King, Jr. St. N
Suite 2
St. Petersburg, FL 33704

ARTICLE VIII **INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Tom Humphreys
1519 Dr. Martin Luther King, Jr. St. N
Suite 2
St. Petersburg, FL 33704

ARTICLE IX **AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

ARTICLE X **INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation or pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

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ARTICLE XI
INFORMAL ACTION OF DIRECTORS

If all the Directors severally or 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 as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE XII
AMENDMENT OF ARTICLES

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE XIII
TELEPHONE MEETINGS

Members of the Board of Directors, the Executive Committee or the shareholders shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIV
DIRECTOR QUORUM AND VOTING

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

ARTICLE XV
DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

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2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee, which approves such contract or transaction.

ARTICLE XVI **INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XVII **CORPORATE EXISTENCE**

The effective date of the corporation's existence shall begin on the date of filing.

ARTICLE XVIII **AFFILIATED TRANSACTIONS**

The corporation elects not to be governed by Section 607.0901, Florida Statutes.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 6th day of August 2008.


THOMAS R. HUMPHREYS, Incorporator

STATE OF FLORIDA
COUNTY OF PINELLAS

Having been named as registered agent and to accept service of process for the above stated corporation at the address designated herein, I hereby accept the appointment as registered agent

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