

P08000086652

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

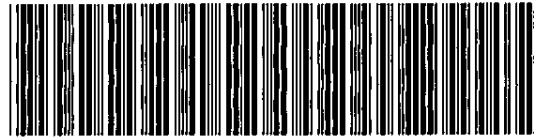
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800136033138

09/19/08--01014--025 \*\*79.75

RECEIVED  
08 SEP 19 AM 11:41  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED  
2009 SEP 19 A 9:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SEP 22 2008  
D. A. WHITE

# LAZARUS

## CORPORATE FILING SERVICE

3320 SW 87<sup>TH</sup> AVENUE

MIAMI, FL 33165 (305) 552-5973

Office Use Only

### CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. PROTEAN DESIGN BUILD,  
(Corporation Name) (Document #)
2. INC,  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in    ☒ Pick up time 2.00    ☒ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

### NEW FILINGS

- ☒ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

### OTHER FILINGS

- ☐ Annual Report  
☐ Fictitious Name

### AMENDMENTS

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

### REGISTRATION/QUALIFICATION

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
PROTEAN DESIGN BUILD, INC.**

**FILED**

2008 SEP 19 A 9:53

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED hereby associate themselves for the purpose of becoming a corporation pursuant to Florida Statutes 621 and 607 under the laws of the State of Florida (Florida General Corporation Act F.S. 607), as they now exist or may be amended, pursuant to the following Articles of Incorporation.

**ARTICLE I**

The name of the corporation is:

PROTEAN DESIGN BUILD, INC., and the principle place of business and mailing address is 1600 South Federal Highway, Suite 1100, Pompano Beach, Florida 33062.

**ARTICLE II**

The duration of this corporation shall be perpetual and shall commence on the date of the execution and acknowledgment of these Articles of Incorporation.

**ARTICLE III**

The purpose or purposes for which the corporation is formed is to engage in any activity within the purposes for which corporations may be formed under the Laws of the State of Florida pursuant to Florida Statutes 621 and 607. The specific nature of the corporation is a design and build company.

**ARTICLE IV**

The total authorized shares:

1. Common Shares 100 Shares valued at \$10.00 a share to Mark J. Miller.

2. Common Shares 100 Shares valued at \$10.00 a share to Christi Lewis Bennett.
3. Preferred Shares none.
3. A statement of all or any of the relative rights, preferences and limitations of the shares are as follows:

Each Shareholder is a member of the Board of Directors and elects and appoints one member as an officer of the corporation.

4. All Shares of common stock are not transferable and are restricted. The corporation has the sole option to buy back the shares at their value within 90 days of notification that a shareholder has died, has been declared incompetent, retired, or no longer wants to be associated with the corporation.
5. If a vacancy exists on the Board of Directors the shareholder that elected the prior director may appoint a director to fill the position.

#### **ARTICLE V**

The holders of the outstanding common stock shall be entitled to receive, when and as declared by a majority vote of the Board of Directors, dividends payable either in cash, in property, or in shares of common stock of the corporation.

#### **ARTICLE VI**

Every shareholder, upon the sale for cash of any new stock of this corporation of common stock, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VII**

This corporation shall have all those rights, powers and duties as delineated in Florida Statutes, Chapter 621 and 607, as it now exists or may be hereafter amended: including but not limited to

any lawful purpose pursuant to the Laws of the State of Florida.

1. The address of the registered office is:

1600 S. Federal Highway, Suite 1100, Pompano Beach, Florida 33062.

2. The name of the registered agent at the registered office is:

Mark J. Miller, ESQ.

#### **ARTICLE VIII**

The names and addresses of the incorporators are as follows:

Mark J. Miller, 1600 S. Federal Highway, Suite 1100, Pompano Beach, Florida 33062.

Christi Lewis Bennett, 1600 S. Federal Highway, Suite 1100, Pompano Beach, Florida 33062.

#### **ARTICLE IX**

1. The shareholders may amend these articles of incorporation by a majority vote of the shareholders. All Shareholders must be present at the meeting to have a quorum.
2. The officers of the corporation can only be removed by the director who appointed that officer.
3. The shareholders must amend the by-laws by a majority vote.

#### **ARTICLE X**

This corporation shall have two (2) Directors initially. The number of the Directors may either be increased or decreased from time to time and will be reflected in the By-laws of this corporation, but shall never be less than one (1) director.

The names and addresses of the initial directors of this corporation are:

1. Mark J. Miller, Director, 1600 S. Federal Highway, Suite 1100, Pompano Beach, Florida 33062.
2. Christi Lewis Bennett, Director, 1600 S. Federal Highway, Suite 1100, Pompano Beach,

Florida 33062.

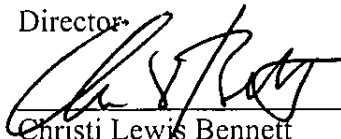
# ARTICLE XI

This corporation reserves the right to repeal any provision or provisions contained in these articles of incorporation or any amendment hereto, and any right conferred on the shareholders is subject to this reservation.

The undersigned subscribers have executed these Articles of Incorporation this 17th day of September, 2008.



Mark J. Miller  
Director



Christi Lewis Bennett  
Director

STATE OF FLORIDA     )  
                                      )  
COUNTY OF BROWARD )

Before me, the undersigned authority, personally appeared Mark J. Miller and Christi Lewis Bennett, and to me well known to be the person who executed the foregoing amended Articles of Incorporation and acknowledge before me according to law, that they made and subscribed the same for the purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have set my hand and seal hereunto this 17th day of September, 2008.

  
NOTARY PUBLIC

My Commission Expires: Feb. 24, 2012



CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

Pursuant to Chapters 621 and 607 Florida Statutes, the following is submitted, in compliance  
with said Act:

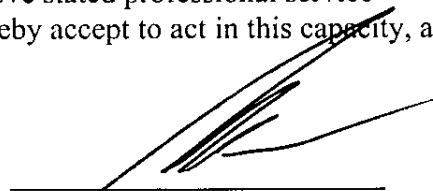
First that, **PROTEAN DESIGN BUILD, INC.**

Desiring to organize under the Laws of the State of Florida with its principle office as  
indicated in the Articles of Incorporation in the City of Pompano Beach, County of Broward,  
State of Florida, has named Mark J. Miller, ESQ., 1600 S. Federal Highway, Suite 1100,  
Pompano Beach, Florida 33062 .

County of Broward, State of Florida, as its agent to accept service of process within the State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated professional service  
corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and  
agree to comply with the provisions of the said act relative.

  
Mark J. Miller, ESQ  
Registered Agent for PROTEAN  
DESIGN BUILD, INC.

STATE OF FLORIDA     )  
                                  )  
COUNTY OF BROWARD )

Before me, the undersigned authority, personally appeared Mark J. Miller, ESQ., to me well  
known to be the persons who executed the foregoing and acknowledge before me according to  
law, that they made and subscribed the same for the purposes therein mentioned and set forth.

In witness Whereof, I have set my hand and seal hereunto this 17<sup>th</sup> day of Sept., 2008.

  
NOTARY PUBLIC

My Commission Expires: February 24, 2012

