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LAW OFFICE OF
KELLY B. HARDWICK, III

Telephone:
(863) 533-1300
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341 W Davidson Street
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Post Office Box 778
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February 25, 2009

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

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Re: SMITH CHALLENGER MANUFACTURING AND SERVICES, INC.

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for SMITH CHALLENGER MANUFACTURING AND SERVICES, INC. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$78.75 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation	\$ 35.00
Registered Agent	35.00
Certified Copy	8.75.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,



Kelly B. Hardwick, III

:pe
Enclosures as noted

ARTICLES OF INCORPORATION

OF

SMITH CHALLENGER MANUFACTURING AND SERVICES, INC.

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ARTICLE I - NAME and PRINCIPAL PLACE OF BUSINESS

The name of this corporation is **SMITH CHALLENGER MANUFACTURING AND SERVICES, INC.**, and its principal place of business and mailing address shall be located at 1303 Timberidge Loop South, Lakeland, Florida 33809.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles of Incorporation with the Department of State.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business including but limited to manufacturing and servicing manufactured items.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue **SEVEN THOUSAND, FIVE HUNDRED (7,500)** shares of common stock at **One and NO/100 (\$1.00) Dollars** par value, which shall be designated as "Common Shares."

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation 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 VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1303 Timberidge Loop South, Lakeland, Florida 33809, and the name of the initial registered agent of this corporation at that address is **BETTY JEAN SMITH**.

ARTICLE VII - DIRECTORS

Initially, this corporation shall have TWO (2) Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The name and address of the initial director is as follows:

<u>Name</u>	<u>Address</u>
KEITH E. SMITH	1303 Timberidge Loop South Lakeland, Florida 33809
BETTY JEAN SMITH	1303 Timberidge Loop South Lakeland, Florida 33809

ARTICLE VIII - OFFICERS

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>Name</u>	<u>Address</u>
<u>President</u> BETTY JEAN SMITH	1303 Timberidge Loop South Lakeland, Florida 33809
<u>Vice President</u> KYLE JAMES SMITH	1303 Timberidge Loop South Lakeland, Florida 33809
<u>Secretary</u> LONI JO SMITH	1303 Timberidge Loop South Lakeland, Florida 33809
<u>Treasurer</u> LONI JO SMITH	1303 Timberidge Loop South Lakeland, Florida 33809

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

KEITH E. SMITH

1303 Timberidge Loop South
Lakeland, Florida 33809

BETTY JEAN SMITH

1303 Timberidge Loop South
Lakeland, Florida 33809

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided §607.0831, Florida Statutes (2008).

ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on the date of signing.

Dated: February 25, 2009.

By: Keith E. Smith

KEITH E. SMITH
Incorporator

By: Betty Jean Smith

BETTY JEAN SMITH
Incorporator

**CERTIFICATE DESIGNATING PLACE AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

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

First, that **SMITH CHALLENGER MANUFACTURING AND SERVICES, INC.**, desiring to organize or qualify under the laws of the State of Florida, has named **BETTY JEAN SMITH**, located at **1303 Timberidge Loop South, Lakeland, Florida 33809**, as its agent to accept service of process within Florida.

Dated: February 25, 2009..

By: *Keith E. Smith*
KEITH E. SMITH
Incorporator

By: *Betty J. Smith*
BETTY JEAN SMITH
Incorporator

ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: February 25, 2009.

By: *Betty J. Smith*
BETTY JEAN SMITH
Registered Agent

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