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TALLAHASSEE, FLORIDA

8-21-09

Tri-County Services



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5510 River Road, Suite 109
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August 14, 2009

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: **Southern Fabrication and Machine, Inc.**

Dear Sir/Madam:

Enclosed herewith are the original and one copy of the Articles of Incorporation for Southern Fabrication and Machine, Inc. Also enclosed is our check in the amount of \$78.75 to defray the filing fee, designation of registered agent, certified copy and certificate of status.

Please return the certified copy of the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Your assistance in this matter is genuinely appreciated.

Sincerely,

A handwritten signature in black ink, appearing to read "Pamela M. Ballew".

Pamela M. Ballew, preparer
5510 River Road, Suite 109
New Port Richey, FL 34652
727-847-6637

1 **ARTICLES OF INCORPORATION**
2 **OF**
3 **SOUTHERN FABRICATION AND MACHINE, INC.**

4 The undersigned acting as the Incorporator under Florida Business Corporation Act,
5 adopt(s) the following articles of incorporation for such corporation:

6 **ARTICLE I - CORPORATE NAME**

7 The Name of the corporation is:

8 **SOUTHERN FABRICATION AND MACHINE, INC.**

9
10 **ARTICLE II - DURATION**

11 This corporation shall exist perpetually unless dissolved according to Florida Law.

12
13 **ARTICLE III - PURPOSE**

14 The corporation is organized for the purpose of engaging in any activities or business
15 permitted under the laws of the United States and Florida.

16
17 **ARTICLE IV - CAPITAL STOCK**

18 The corporation is authorized to issue 100 shares of common stock, par value \$1.00 per
19 share.

20 **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

21 **A. Board of Directors.** The power of this Corporation shall be exercised, its properties
22 controlled and its affairs conducted by a Board of Directors consisting of not less than one (1)
23 person and not more than ten (10) persons. The initial number of Directors of the Corporation
24

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TALLAHASSEE, FLORIDA

1 shall be one (1), provided, however, that such number may be changed pursuant to the Bylaws
2 duly adopted by the Board. At all times the member of the Board of Directors shall
3 consist of an odd number and shall be divided as equally as the number of Directors will permit
4 into two (2) classes: Class 1, Class 2.

5 The term of office for all Directors shall be two (2) years except for the term of office of
6 the initial Class 1 Director shall expire at the annual meeting next ensuing; the term of office of
7 the initial Class of Director(s) shall expire two (2) years thereafter.

8
9 The name and address of such initial members of the Board of Directors are as follows:

10 NAME: Michael J. Cotharin (Class 1)
11 ADDRESS: 7312 Windsor Street
12 CITY: Hudson, FL 34667
13 PHONE: (727) 326-4606

14 NAME: Gary M. Paquette (Class 1)
15 ADDRESS: 7312 Windsor Street
16 CITY: Hudson, FL 34667
17 PHONE: (727) 364-7911

18 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified
19 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly
20 as the number of Directors will permit, one-half of the Directors of this Corporation shall be
21 elected at each annual meeting of the Corporation.

22 Any action required or permitted to be taken by the Board of Directors under any
23 provision of law may be taken without a meeting, if a majority of members of the Board shall
24 individually or collectively consent in writing to such action. Such written consent or consents

1 shall be held with the minutes of the proceedings of the Board, and any such action by written
2 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate
3 or other document filed under any provision of law which relates to actions so taken shall state
4 that the action was taken by written consent of the Board of Directors without a meeting. Such a
5 statement shall be prima facie evidence of such authority.
6

7 **B. Corporate Officers.** The Board of Directors shall elect the following officers:
8 President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the
9 Corporation may authorize the Directors to elect from time to time. Initially, such officers shall
10 be elected at the first annual meeting of the Board of Directors. Until such election is held, the
11 following persons shall serve as corporate officers:
12

<u>Title</u>	<u>Name</u>
President	Gary M. Paquette
Vice President	Michael J. Cotharin
Secretary & Treasurer	Michael J. Cotharin
Secretary & Treasurer	Gary M. Paquette

13
14
15
16

17 **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

18 The principal place of business and mailing address of this corporation shall be:

19 Principle Place of Business: 7312 Windsor Street
20 Hudson, FL 34667
21
22
23
24

1
2 Mailing Address: 7312 Windsor Street
3 Hudson, FL 34667

4 **ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

5 The street address of the initial registered office and the name of the initial registered
6 agent at that office are:

7 NAME: Michael J. Cotharin, (Class 1)
8 ADDRESS: 7312 Windsor Street
9 CITY: Hudson, FL 34667
10 PHONE: (727) 326-4606

11 **ARTICLE VIII – INCORPORATORS**

12 The names of addresses of the Incorporators signing these Articles of Incorporation are as
13 follows:

14 NAME: Michael J. Cotharin (Class 1)
15 ADDRESS: 7312 Windsor Street
16 CITY: Hudson, FL 34667
17 PHONE: (727) 326-4606

18 NAME: Gary M. Paquette (Class 1)
19 ADDRESS: 7312 Windsor Street
20 CITY: Hudson, FL 34667
21 PHONE: (727) 364-7911

1
2 **ARTICLES IX – MANNER OF ELECTION OF DIRECTORS**

3 The manner in which the directors are elected or appointed is as follows:

4 By major vote of the stockholders

5
6 **ARTICLE X – LIMITATION OF CORPORATION OF POWERS**

7 The corporate powers of this corporation are as provided in FS § 607.0302, unless
8 limited as follows: **There are no limitations expressed, implied or contemplated.**
9

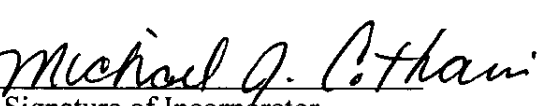
10 The undersigned Incorporator(s) have executed these articles of incorporation on this
11 10th day of Aug, 2009.

12
13 X


Signature of Incorporator
Gary M. Paquette

14
15 Typed name of Incorporator signing

16 X


Signature of Incorporator
Michael J. Cotharin

17
18 Typed name of Incorporator signing

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO FS § 607.052, THE UNDERSIGNED CORPORATION,
ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The above corporation, organized under the laws of the State of Florida with its
registered office as indicated in the Articles of Incorporation at, 7312 Windsor Street, Hudson
Florida 34667, has named **Michael J. Cotharin**, located at the aforesaid address, as its registered
agent to accept service of process within the state.

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 accept the appointment as
registered agent and 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.

x Michael J. Cotharin
(Signature)

Aug 10, 2009
(Date)

Michael J. Cotharin, Registered Agent
7312 Windsor Street
Hudson, Florida 34667
Tel: (727) 326-4606