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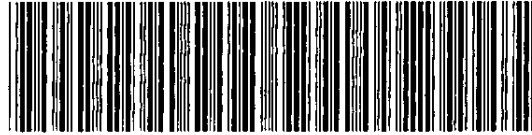
(Business Entity Name)

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09 SEP 28 PM 4:34
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
2009 SEP 28 AM 11:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers SEP 29 2009

COVER LETTER

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

SUBJECT: Matheny-Evans, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Nancy Caroline Matheny
Name (Printed or typed)

82 Coastal Highway 98
Address

Panacea, FL 32346
City, State & Zip

850.284.3791
Daytime Telephone number

mathenye_n@firm.edu
E-mail address: (to be used for future annual report notification)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2009 SEP 28 AM 11:49

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NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

MATHENY-EVANS, INC.

The undersigned, desiring to form a corporation in accordance with Chapter 607 of the Florida Statutes, hereby makes, subscribes, acknowledges, and files these Articles of Incorporation for the purpose of becoming a corporation for profit under the laws of the State of Florida:

ARTICLE I

Name

The name of this Corporation shall be MATHENY-EVANS, INC.

ARTICLE II

Purpose

This Corporation shall be organized for the operation of a gift and liquor store and any other business or purpose which is lawful under the laws of the State of Florida.

ARTICLE III

Agent

The initial registered agent of this Corporation shall be Nancy Matheny. The address of the registered agent shall be 82 Coastal Highway 98, Panacea, Florida 32346.

ARTICLE IV

Existence

This Corporation shall have perpetual existence.

ARTICLE V

Address

The initial street and mailing address of the principal office of this Corporation shall be 82 Coastal Highway 98, Panacea, Florida 32346.

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ARTICLE VI

Capital Stock

The authorized capital stock of this Corporation shall consist of Three Thousand Five Hundred (3,500) shares, par value \$1.00 per share.

ARTICLE VII

Preemptive Rights, Cumulative Voting

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of its directors or for any other purposes.

ARTICLE VIII

Directors

Directors shall be appointed in the manner provided in the By-Laws of the Corporation. The Board of Directors of the Corporation shall have not less than one (1) member. The name and address of the initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
<u>Nancy Matheny</u>	82 Coastal Highway 98 Panacea, Florida 32346
<u>Maura Evans</u>	82 Coastal Highway 98 Panacea, Florida 32346
<u>Ashley Evans</u>	82 Coastal Highway 98 Panacea, Florida 32346

ARTICLE IX

Incorporator

The name and address of the Incorporator is: Nancy Matheny, 82 Coastal Highway 98, Panacea, Florida 32346.

ARTICLE X

Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, and have such duties as may be described by the By-Laws or determined by the Board of Directors. The names and addresses of the initial officers are as follows:

<u>Office</u>	<u>Name and Address</u>
President	<u>Nancy Matheny</u> 82 Coastal Highway 98 Panacea, Florida 32346
Secretary	<u>Ashley Evans</u> 82 Coastal Highway 98 Panacea, Florida 32346
Treasurer	<u>Maura Evans</u> 82 Coastal Highway 98 Panacea, Florida 32346

ARTICLE XI

Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

i. A majority vote of a quorum of directors who were not parties to the action, suit or proceeding; or

ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or

iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested Board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his heirs, executors, administrators and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provision of this section.

ARTICLE XII

AMENDMENT OF ARTICLES

The Corporation may, at any time, and from time to time, amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the Corporation as fully as if each shareholder had voted for the change.

IN WITNESS WHEREOF, I, the undersigned Incorporator, hereby set my hand and seal this 21 day of Sept., 2009, for the purpose of executing the Articles of Incorporation under the laws of the State of Florida, and I hereby make and file in the Office of the Secretary of the State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

By: Nancy C Matheny
Name: Nancy C Matheny
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

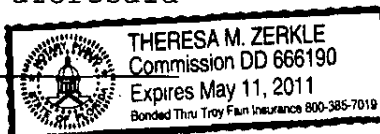
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, appeared Nancy C Matheny personally known to me or produced fl. drivers license as identification, to be the person who executed the foregoing Articles of Incorporation, and acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County above, this 21st day of September, 2009.

Theresa M Zerkle

NOTARY PUBLIC, State and County aforesaid

My commission expires: _____



DESIGNATION OF REGISTERED AGENT

Having been named as registered agent to accept service of process for MATHENY-EVANS, INC., at the principal address designated at 82 Coastal Highway 98, Panacea, Florida 32346, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dancey C Matheny
Signature/Registered Agent

9/21/09
Date

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TALLAHASSEE, FLORIDA