

P09000086751

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600161446486

600161446436
10/09/09--01020--006 **87.50

09 OCT 20 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 10/21/09

W09-45441



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 12, 2009

LOUIS J DANIELLO
2708 N. AUSTRALIAN AVE., SUITE 9
WEST PALM BEACH, FL 33407

SUBJECT: DANIELLO & CHASE CONSTRUCTION INC
Ref. Number: W09000045461

*CHECK WAS NOT
RETURNED*

We have received your document for DANIELLO & CHASE CONSTRUCTION INC and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

An effective date may be added to the Articles of Incorporation if a 2010 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6062.

Eula Peterson
Regulatory Specialist II
New Filing Section

Letter Number: 909A00032778

COVER LETTER

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

SUBJECT: DANIELLO & CHASE CONSTRUCTION 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 Filing Fee

☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: LOUIS J DANIELLO
Name (Printed or typed)

2708 N. AUSTRALIAN AVE SUITE 9
Address

WEST PALM BEACH FL 33407
City, State & Zip

561-722-1994
Daytime Telephone number

LOU.DANIELLO @ AOL.COM
E-mail address: (to be used for future annual report notification)

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

ARTICLES OF INCORPORATION

For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

1. **Corporate Name**

The name of the corporation is Daniello & Chase Construction Inc. (the "Corporation").

2. **Purpose**

General contracting and concrete repairs.

3. **Duration**

The duration of the Corporation is perpetual.

4. **Registered Office and Registered Agent**

The street address of the initial registered office is 2708 N Australian Ave Suite 9 , West Palm Beach, Florida, 33407. The name of the initial Registered Agent at this Registered Office is Louis J Daniello.

5. **Street Address of the Principal Office**

The street address of the principal office is 2708 N Australian Ave Suite 9 , West Palm Beach, Florida, 33407.

The mailing address of the principal office is the same as the street address.

6. **Initial Director**

The initial board of directors will consist of one director (individually the "Director" and collectively the "Board of Directors"). The name and address of the person who is to serve as Director until the first annual meeting of shareholders or until successors are elected and qualified is set out below.

Name	Title	Address	City	State	Zip Code
Louis J Daniello	President/ Secretary	2708 N Australian Ave Suite 9	West Palm Beach	Florida	33407

7. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 100.

Class A Shares

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 100 Class A par value shares and the par value of each authorized Class A share is \$1.00 US Dollars. This class of shares is entitled to receive the net assets of the Corporation on dissolution.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- a. The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- b. The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- c. The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.
- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

FILED
09 OCT 20 AM 11:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8. Restrictions on Transfer and Other Rules

No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

9. Preemptive Rights

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

10. Amend or Repeal Bylaws

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

11. Cumulative Voting

In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

12. Fiscal Year End

The fiscal year end of the Corporation is December 31st.

13. Indemnification of Officers, Directors, Employees and Agents

The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

14. Limitation of Liability

The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

15. Effective Date of Filing

This document will become effective on the date of filing.

16. Consent of Appointment by Registered Agent

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:

Louis J. Daniello
LOUIS J. DANIELLO
10/19/09

09 OCT 20 AM 11:22
 STATE OF FLORIDA
 TALLAHASSEE

17. Incorporator

The name and address of the incorporator of Daniello & Chase Construction Inc. is set out below.

Name	Address	City	State	Zip Code
Louis J Daniello	2708 N Australian Ave Suite 9	West Palm Beach	Florida	33407

18. Execution

I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to

this document this 19 day of OCTOBER A.D. 2009.

BY:

Louis J Daniello
Louis J Daniello (Incorporator)

19. **Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Louis J Daniello

Telephone Number: 561 722 1994

Address: 2708 N Australian Ave Suite 9, West Palm Beach, Florida, 33704

E-mail Address: loudaniello@aol.com

ORIGINAL