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## Florida Department of State

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**FLORIDA PROFIT/NON PROFIT CORPORATION  
BEVAN BROTHERS CORPORATION**

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**ARTICLES OF INCORPORATION  
OF**

**BEVAN BROTHERS CORPORATION**

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

**CHARTER**

**Article I**

The name of the corporation shall be Bevan Brothers Corporation

**Article II**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article III**

The aggregate number of shares which the corporations shall have authority to issue shall be one hundred (100) shares of non par common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

**Article IV**

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

**Article V**

The principal place for the transaction of its business shall be 1200 Masanabo Lane, Fort Myers, County of Lee, in the State of Florida. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

**Article VI**

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

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#### **Article VII**

The initial Board of Directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the Corporation. The name and address of the person who shall serve as Director until the first annual meeting of shareholders, or until his successors shall have been elected and qualified, are as follows:

Director Andrew Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919.

The initial Board of Directors shall hold an organizational meeting.

#### **Article VIII**

The Officers by whom the business of said corporation shall be conducted shall be a President, Vice-President, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws adopted by the shareholders or determined by the Board of Directors. The name and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified is:

President: Andrew Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

Vice President: Lisa Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

Treasurer: Jane Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

Secretary: Andrew Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

#### **Article IX**

The name and post office address of each incorporator is as follows:

Incorporator Andrew Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

Incorporator Brian Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

Incorporator Jane Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

Incorporator Lisa Bevan, 1200 Masanabo Lane, Fort Myers, FL 33919

#### **Article X**

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### **Article XI**

The street address of the initial principal office of this corporation is 1200 Masanabo Lane, Fort Myers, FL 33919, and the name of the initial registered agent of this corporation is Business Filings Incorporated who is located at 515 E. Park Avenue, Tallahassee, Florida 32301 in the county of Leon.

#### **Article XII**

The initial Bylaws of this corporation shall be adopted by the Shareholders. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### **Article XIII**

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he or she may be involved or to which he or she may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he or she finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he or she may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### **Article XIV**

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority or a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or

through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

#### Article XV

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes. This right shall be deemed waived by any Shareholder who does not exercise it any pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### Article XVI

Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts:

<u>Shareholder</u>	<u>Number of Shares</u>
Andrew Bevan	Twenty-Five (25) Shares
Brian Bevan	Twenty-Five (25) Shares
Jane Bevan	Twenty-Five (25) Shares
Lisa Bevan	Twenty-Five (25) Shares

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.


#### Article XVII

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

IN WITNESS WHEREOF, the undersigned being the incorporator herein before mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, acknowledge and file the foregoing Articles of Incorporation, and certifying that the facts therein stated are true, and accordingly set my hand and seal this 8<sup>th</sup> day of June 2012.



Andrew Bevan, Incorporator



Brian Bevan, Incorporator



Jane Bevan, Incorporator



Lisa Bevan, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Andrew Bevan, Brian Bevan, Jane Bevan, and Lisa Bevan, who is known to me to be the person and/or having produced his or her drivers license for identification who made and subscribed to the foregoing Articles of Incorporation, and who did take an oath and certify and acknowledge that she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 8<sup>th</sup> day of June, 2012.

DIANE SULLIVAN  
Notary Public, State of Florida  
My Comm. Expires Feb. 20, 2014  
No. DD849877

Notary Public



My Commission Expires: 2-20-14

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In pursuance of Chapters 607 and 48, Florida Statutes, the following is submitted, in compliance, with said Act:

Bevan Brothers Corporation, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1200 Masanabo Lane, City of Fort Myers, County of Lee, State of Florida, has named Business Filings Incorporated located at 515 E. Park Avenue, Tallahassee, Florida, 32301 in the County of Leon, as its agent to accept service of process within this State.

**ACKNOWLEDGMENTS:**

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

By: *Mary Jo Spalinger*, Asst. Sec. for:  
Registered Agent, Business Filings Incorporated

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