

P16000026121

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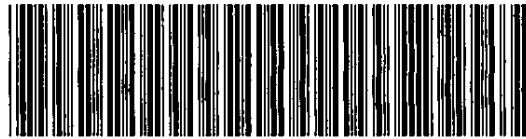
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03/02/16--01011--020 **70.00

W/6-154

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16 MAR 21 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

03-22-16

COVER LETTER

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

SUBJECT: Subsea Marine Services 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: Peyton Hudson
Name (Printed or typed)

2851 SE Saint Lucie Blvd
Address

Stuart, FL 34997
City, State & Zip

(772) 285-8356
Daytime Telephone number

Peyton3333@aol.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2016

PEYTON HUDSON
2851 SE SAINT LAUCI BLVD
STUART, FL 34997

SUBJECT: SUBSEA MARINE SERVICES INC.
Ref. Number: W16000018154

We have received your document for SUBSEA MARINE SERVICES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return 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) 245-6052.

Tim Burch
Regulatory Specialist II

Letter Number: 116A00005007

RECEIVED

16 MAR 21 PM 12:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: Subsea Marine Services, Inc.

ARTICLE II PRINCIPAL OFFICE

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

7550 SW Jack James Drive
Stuart, Florida 34997

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TALLAHASSEE, FLORIDA

ARTICLE III SPECIFIC PURPOSE FOR PROFESSIONAL CORPORATION

The purpose of the professional corporation is to perform submarine cable inspection, repair and marine services.

ARTICLE IV SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: five hundred shares, all of one class, one dollar par value.

All shares of the capital stock of this Corporation shall be subject to the following regulations controlling the assignment and transfer thereof:

Any stockholder of this Corporation (which expression shall, whenever used in these restrictions, be deemed to include the executor, administrator, or other representative of any deceased stockholder, and a receiver, assignee, or trustee in bankruptcy of any stockholder, and the purchaser or assignee of any shares sold upon execution) who may desire to have transferred any shares, whether by way of sale, mortgage, pledge, or otherwise, shall deliver to the Clerk of the Corporation a notice in writing setting forth his intention to make such transfer, the number and class of shares involved, and the name of the proposed transferee.

A stockholder proposing a transfer of shares shall accompany his notice to the Clerk by a writing in which he designates a price at which he is willing to sell his shares and also the name of one arbitrator. The Directors shall, within thirty days after the receipt of such notice, either accept the offer or, by notice to the stockholder in writing, name a second arbitrator. In the event the offer is not accepted and a second arbitrator is designated, the two arbitrators shall name a third. It shall be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator. The arbitrators shall file their report of value

within thirty days after their appointment.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock the Board of Directors shall have thirty days within which to purchase the same at such valuation, but if at the expiration of the thirty days the Corporation shall not have exercised the right to so purchase, the owner of the stock shall be at liberty to dispose of the same to the transferee named in the written notice, but to no other.

No shares of stock shall be sold or transferred on the books of the Corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirements.

In the event of the death of any holder of stock of this Corporation, the Corporation shall, irrespective of any desire of the legal representatives of the decedent to sell or transfer the shares held by the decedent, have the absolute right to acquire said shares at their fair value at the date of such acquisition. For the purpose of such acquisition, the fair value of the shares shall be determined by arbitration in the same manner as heretofore provided, except that the Board of Directors shall initiate the proceedings by giving notice of a desire to purchase in writing to the legal representatives of the estate, which writing shall designate one arbitrator. The legal representatives of the estate shall, within thirty days, designate a second arbitrator, and the two arbitrators shall name a third. The Board of Arbitrators shall act and report their valuation, in any event, within thirty day of their appointment. The Corporation shall give notice of its intention to exercise its right hereunder within three months of the appointment of the legal representatives of the decedent stockholder, or the right or option shall be deemed waived. In the event the corporation gives timely notice of its exercise of its right or option hereunder and arbitrators are appointed, the Corporation shall have a period of thirty days after the arbitrators have determined fair value of the shares within which to make payment therefore and exercise its right, and in the event payment has not been made within said thirty days, the right or option shall also be deemed waived. The Board of Directors may, in any particular instance, waive the option or the right hereby granted to the Corporation.

ARTICLE V PROVISIONS

To the extent and in the manner provided in the By-Laws, the Board of Directors may make, amend, or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or by the By-Laws requires action by the stockholders.

To the extent and in the manner provided in the By-Laws, meetings of the stockholders may be held anywhere within the State of Florida or elsewhere in the United States.

The Corporation may enter into partnership agreements (general or limited) and joint ventures with any person, firm, association, or corporation engaged in carrying on any business in which the Corporation is authorized to engage, or in connection with carrying out all or any of the purposes of the corporation.

purposes of the corporation.

Pursuant to Florida Statutes section 607.0831, the Corporation hereby eliminates the personal liability of the Directors and Officers for monetary damages for breach of fiduciary duty as a Director and / or Officer (as applicable), to the extent permissible by law.

ARTICLE VI INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Peter M. Theophanis
7550 SW Jack James Drive
Stuart, Florida 34997

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.


Peter M. Theophanis

ARTICLE VII INCORPORATORS

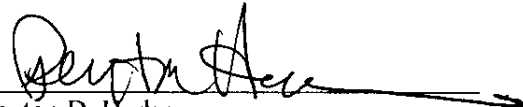
Peter M. Theophanis
2851 SE Saint Lucie Blvd
Stuart, Florida 34997

Peyton D. Hudson
2851 SE Saint Lucie Blvd
Stuart, Florida 34997

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators have executed these articles of incorporation this 22nd day of February, 2016.


Peter M. Theophanis


Peyton D. Hudson