

P/7000017710

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02/10/17--01008--003 **78.75

FILED
17 FEB 24 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W17-12352

02/28/17



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 13, 2017

SHER ALLAN
731 OAK AVE.
PANAMA CITY, FL 32401

SUBJECT: HOLLEY, INC. - P.C.
Ref. Number: W17000012352

We have received your document for HOLLEY, INC. - P.C. and your check(s) totaling \$78.75. 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 Initials "P.C." are unacceptable; they denote a different TYPE of Business Entity. Please "spell-out" the "P.C." to read "Panama City" or similar.

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) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 217A00002788

Sher L. Allan
Attorney at Law
731 Oak Avenue
Panama City, Florida 32401

Telephone (850) 914-2220

Facsimile (850) 914-0822

February 21, 2017

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

RE: Holley Inc. - Panama City

Dear Sirs:

Enclosed please find (1) Articles of Incorporation; (2) Bylaws; (3) Minutes; (4) Stock Transfer Ledger for the above-referenced entity.

Approximately 2 weeks ago, we filed this corporation as "Holley, Inc. - P.C.". However, our client checked Sunbiz and found that the application was rejected. After contacting someone from your office, we were advised that the "P.C." at the end of the name was not acceptable and that "Panama City" would need to be spelled out.

We have made the necessary corrections and hopefully there will be no further problems. Also, please let us know if any additional fees are required. We assumed that since we have already paid the filing fee and the documents only had to be revised, there would be no additional fees.

If you have any questions or need anything further, please contact me at the above listed number, or at my e-mail address of aharper850@gmail.com. Thanks very much for your assistance.

Sincerely,



Angela C. Harper
Legal Asst. To Sher L. Allan

/ach
Encls.

17 FEB 21 PM 2:15
RECEIVED
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: Holley, Inc. - P.C.

(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: Sher L. Allan, Esq.

Name (Printed or typed)

731 Oak Avenue

Address

Panama City, Fl. 32401

City, State & Zip

850-914-2220

Daytime Telephone number

HOLLEYINCPC@knology.net

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
OF
HOLLEY, INC. - Panama City**

FILED
17 FEB 24 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the corporation is HOLLEY, INC - Panama City.

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, but is specifically created to engage in the wholesale marketing and sale of industrial building supplies and hardware.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is one hundred (100) shares. All such shares shall be of a single class, designated as common.

ARTICLE V

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. Each shareholder shall be entitled to cast one vote for each office or issue or, if more than one vote is taken, for one vote per round of voting. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

ARTICLE VI

The corporation elects to have preemptive rights.

ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act. No amendment to that Act that further limits the acts or omissions for which elimination of liability is permitted shall affect the liability of a director for any act or omission which occurs prior to the effective the of such amendment.

ARTICLE IX

The initial registered agent of the corporation is William C. Holley, IV. The street address of the corporation's initial registered office is 1803 Industrial Drive, Panama City, FL. 32405. The principal office of the corporation is also located at 1803 Industrial Drive, Panama City, Fl. 32405.

ARTICLE X

The name and address of the incorporator of the corporation is William C. Holley, IV. The principal office of the corporation is located at 1803 Industrial Drive, Panama City, FL. 32405.

ARTICLE X

The initial officer and director of the corporation is William C. Holley, IV. William C. Holley, IV, shall serve as Chairman of the Board of Directors, President, Chief Executive Officer, Chief Financial Officer, and Secretary.

ARTICLE XII

The effective date of this corporation shall be the date of the filing of the Articles of Incorporation with the Florida Secretary of State.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true. I am aware that submitting false information to the Department of State constitutes a 3rd Federal crime according to F.S.817.155

Dated: February 16, 2017.

ACCEPTANCE

I, WILLIAM C. HOLLEY, IV, hereby am familiar with and accept the duties and responsibilities as Registered Agent.


WILLIAM C. HOLLEY, IV, Incorporator

February 16, 2017
Date

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17 FEB 24 AM 10:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA