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PICK-UP WAIT MAIL

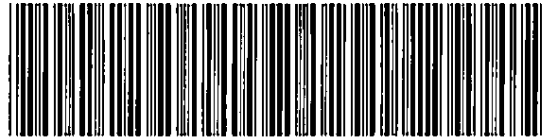
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2020 JAN 22 AM 9:18
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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2020 JAN 22 PM 12:35
TALLAHASSEE FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

J & M ELECTRICAL ENGINEERING &
DESIGN, INC.

- Art of Inc. File _____
- LTD Partnership File _____
- Foreign Corp. File _____
- L.C. File _____
- Fictitious Name File _____
- Trade/Service Mark _____
- Merger File _____
- Art. of Amend. File _____
- RA Resignation _____
- Dissolution / Withdrawal _____
- Annual Report / Reinstatement _____
- Cert. Copy _____
- Photo Copy _____
- Certificate of Good Standing _____
- Certificate of Status _____
- Certificate of Fictitious Name _____
- Corp Record Search _____
- Officer Search _____
- Fictitious Search _____
- Fictitious Owner Search _____
- Vehicle Search _____
- Driving Record _____
- UCC 1 or 3 File _____
- UCC 11 Search _____
- UCC 11 Retrieval _____
- Courier _____

Signature _____

Requested by: BA _____
Name _____ Date 1/22/20 Time _____

Walk-In _____ Will Pick Up _____

COVER LETTER

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

SUBJECT: J & M Electrical Engineering & Design, Inc. -Doc No: F09000002389

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status \$ 8.75

Maureen Edmisten

Name (printed or typed)

344 Oakland Circle, NW

Address

Ft. Walton Beach, FL 32548

City, State & Zip

251-377-3045

Daytime Telephone Number

maureen@j-mengineering.com

E-mail address: (to be used for future annual report notification)

CERTIFICATE OF DOMESTICATION

The undersigned, Maureen Edmisten, President,
(Name) (Title)

of J & M Electrical Engineering & Design, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was June 15, 2009.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Mobile County, Alabama.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was J & M Electrical Engineering & Design, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is J & M Electrical Engineering & Design, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Mobile County, Alabama.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Maureen Edmisten, President, of J & M Electrical Engineering & Design, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 28 day of October, 2019

Maureen C. Edmisten
(Authorized Signature)

Filing Fee:	
Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
2020 JAN 22 AM 9:18

FILED

**ARTICLES OF INCORPORATION
OF
J & M ELECTRICAL ENGINEERING & DESIGN, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

**ARTICLE I
Name**

The name of this corporation shall be J & M Electrical Engineering & Design, Inc.

**ARTICLE II
Term of Existence and Fiscal Year**

This corporation shall begin existence on the date of filing of these articles with the Florida Department of State and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning of each year.

**ARTICLE III
Nature of Business**

The general nature of the business to be transacted by this corporation and the objects and purposes of it shall be to perform electrical engineering and design services; to accomplish any lawful activity or business whatsoever, or which shall at any time and from time to time appear to the Corporation to be necessary, desirable, or appropriate for the protection of the Corporation and/or its assets; to exercise all powers necessary to or reasonably connected with the Corporation's business, which may be legally exercised under the Florida Business Corporation Act; and to engage in and perform all activities necessary, customary, convenient, or incident to any of the foregoing as the Shareholders and/or Directors and Officers may deem prudent and advisable.

**ARTICLE IV
Powers**

This corporation shall have all powers conferred by the laws of Florida on corporations.

**ARTICLE V
Capital Stock**

This corporation is authorized to issue One Thousand (1,000) shares of common voting stock with a par value of \$1.00 per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable. Such shares as may be considered to be in the

best interest of the Corporation shall be issued from time to time, but in any event the Corporation shall have an initial capital of at least \$1,000.00.

ARTICLE VI Shareholders' Rights

- (a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.
- (b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.
- (c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

ARTICLE VII Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation is Kathleen Fee, 622 W Pine Street, Mary Esther, FL 32569.

ARTICLE VIII Principal Place of Business and Mailing Address

The principal place of business and the mailing address of the Corporation shall be 344 Oakland Circle, NW, Fort Walton Beach, FL 32548 with any other place of business as may be determined and fixed by the board of directors from time to time.

ARTICLE IX Directors

This Corporation shall initially have three director(s). The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the Corporation may remove any director from office at any time with or without cause.

ARTICLE X
Officers

The names and post office addresses of the officers of the Corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

Office	Name and Post Office Address
President	Maureen C. Edmisten, 344 Oakland Circle, NW, Fort Walton Beach, FL 32548
Sec/Treasurer	Dana S. Morley, 1502 Barry Estate Ct, Katy TX 77493
Vice President	Jeannette I. Morley, 1502 Barry Estate Ct, Katy TX 77493

ARTICLE XI
Initial Directors

The name and street address of the initial director of this Corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and qualified, is

Maureen C. Edmisten, 344 Oakland Circle, NW, Fort Walton Beach, FL 32548
Dana S. Morley, 1502 Barry Estate Ct, Katy TX 77493
Jeannette I. Morley, 1502 Barry Estate Ct, Katy TX 77493

ARTICLE XII
Bylaws

(a) The power to adopt bylaws for this Corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the board of directors of this Corporation.

(b) The bylaws of this Corporation shall be for the government of the Corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the Corporation, provided they are not inconsistent with the provisions of law of the state of Florida or of the United States.

ARTICLE XV
Amendment

These Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the stockholders, or at any special meeting of the stockholders called for that purpose.

ARTICLE XVI
Incorporator(s)

The name(s) and post office address(es) of the incorporator(s) of this corporation is Maureen C. Edmisten, 344 Oakland Circle, NW, Fort Walton Beach, FL 32548.

ARTICLE XVII
Indemnification of Officers or Shareholders

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss, or judgment any officer or shareholder made a party or threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit, or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person his capacity as officer, employee, or agent of the corporation or any other corporation, partnership, joint venture, trust, or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorney's fees actually and reasonably incurred as a result of such action, suit, or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

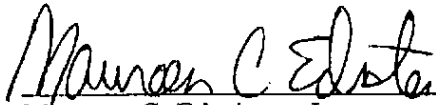
(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of Shareholders who were not parties to such action, suit, or proceeding; or, (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary

determination by the shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit, or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 28 day of October, 2019.


Maureen C. Edmisten, Incorporator

DESIGNATION OF REGISTERED AGENT

Pursuant to Section 607.0501, Florida Statutes, the following statement is submitted:

J & M Electrical Engineering & Design, Inc., a corporation duly organized and existing under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, has named:

Kathleen Fee, 622 W Pine Street, Mary Esther, FL 32569.

as its registered agent to accept service of process in the State of Florida.

ACCEPTANCE BY THE REGISTERED AGENT

I, Kathleen Fee, hereby accept appointment as Registered Agent for J & M Electrical Engineering & Design, Inc., to accept service of process for the Corporation at the address designated herein and do hereby understand and accept the obligations of the position. I further agree to comply with the provision of all statutes relating to the proper and complete performance of my duties, and I acknowledge my acceptance with my signature below on this 26 day of October, 2019.



Kathleen Fee, Registered Agent