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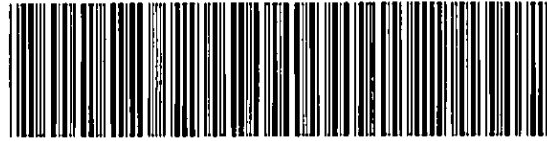
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2021 AUG -2 PM 2:35

RECEIVED

CAPITAL CONNECTION, INC.

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

COTUGNO CONTRACTING CORP...

Signature _____

Requested by: Seth

07/27/21

Name _____

Date _____

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Walk-In _____

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____ Art of Inc. File _____
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____ RA Resignation _____
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____ Courier _____

COTUGNO CONTRACTING, LLC
4403 SW 14th Avenue
Cape Coral, FL 33914

July 30, 2021

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

Re: Cotugno Contracting, LLC
Cotugno Contracting Corporation

Dear Sir or Madam:

I, Charles D. Cotugno, also known as Charles D. Cotugno, III, of 6865 Kettle Creek Drive, Jacksonville, Florida 32222, am the Manager of Cotugno Contracting, LLC, a Florida limited liability company.

Cotugno Contracting, LLC, a Florida limited liability company, hereby grants consent to the use of the name Cotugno Contracting Corporation for a Florida corporation, the articles of incorporation to which hereby accompany this letter. I am to be the President of the new Florida corporation.

Should you have any questions or require any additional information or documentation, please contact my attorney Mary Vlasak Snell or her assistant Linda Antonaccio at 239-336-6255 or lja@paveselaw.com.

Very truly yours,
Cotugno Contracting, LLC,
a Florida limited liability company.

By: 
Charles D. Cotugno, III, its Manager

CDC, III
Attachment
cc: Mary Vlasak Snell, Esq.

**ARTICLES OF INCORPORATION
OF
COTUGNO CONTRACTING CORPORATION**

The undersigned, acting as incorporator, for the purpose of forming a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, hereby sets forth and declares:

CHARTER

Article I

Name

The name of the corporation shall be COTUGNO CONTRACTING CORPORATION.

Article II

Principal Office

The principal place for the transaction of the corporation business shall be 4403 SW 14th Avenue, in the City of Cape Coral, County of Lee, in the State of Florida, 33914 and the mailing address shall be the same. That said 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 III

Purpose

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

Article IV

Term of Existence

The existence of the corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

Article V

Authorized Shares

The aggregate number of shares the corporation shall have authority to issue shall be 1,900 shares of common stock, divided into two (2) classes. The designation of each class and the number of authorized shares of each class are as follows:

<u>Class</u>	<u>Number of Authorized Shares</u>
A	1000
B	900

All or any part of the shares of any class of stock may be issued by the corporation from time to time and for such consideration as may be determined upon and fixed by the directors, as provided by law, with due regard to the interest of the existing shareholders; and when such consideration has been received by the corporation, such shares shall be deemed fully paid.

The nature and extent of the preferences, rights, privileges, and restrictions granted to or imposed upon the holders of the respective classes of stock are as follows:

a. The Class A common shares shall have exclusive voting power, except as provided in c, below.

b. The Class B common shares shall have no voting power, except as provided in c, below.

c. The holders of the Class B common shares and the holders of the Class A common shares shall only be entitled to vote as separate classes on such other matters as may be required by law to be submitted to such holders voting as separate classes.

d. The holders of Class A common stock shall be entitled to receive in each year out of the surplus net profits of the corporation a fixed yearly dividend of eighty percent (80%) payable as may be authorized by the directors, before any dividend shall be set apart or paid on the Class B common stock. The dividends upon the Class A common stock shall be cumulative, so that if in or for any year dividends amounting to eighty percent (80%) shall not be paid on the Class A common stock, the deficiency shall be a charge upon the net earnings of the corporation, and payable subsequently, before any dividend shall be set apart or paid upon the Class B common stock. Dividends on the Class B common stock also may be declared payable as authorized by the directors, but only out of surplus net profits of the corporation for any year remaining after the payment of the full yearly dividend on the Class A common stock for such year as well as all dividends previously accrued and remaining unpaid.

Article VI

Board of Directors

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 each year shall be determined by the voting shareholders at their annual meeting, unless the number is fixed by the bylaws.

Article VII

Officers

The Officer by whom the business of said corporation shall be conducted shall be a President. Such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The name and post office address of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of shareholders shall be:

CHARLES D. COTUGNO, III
6865 Kettle Creek Drive
Jacksonville, Florida 32222

President

MEGHAN LONDON
1810 Savona Pointe Circle, Unit 411
Cape Coral, Florida 33914

Vice-President

CHARLY COTUGNO
4403 SW 14th Avenue
Cape Coral, Florida, 33914

Treasurer

CARMEN COTUGNO
4403 SW 14th Avenue
Cape Coral, Florida, 33914

Director

Article VIII **Incorporator**

The name and address of the incorporator is as follows:

CHARLES D. COTUGNO, III
6865 Kettle Creek Drive
Jacksonville, Florida 32222

Article IX **Indebtedness**

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

Article X **Registered Office and Agent**

The street address of the initial registered office of this corporation is 1833 Hendry Street, Fort Myers, Florida 33901, and the name of the initial registered agent of this corporation at that address is PLF REGISTERED AGENT, L.L.C.

Article XI **Transfer Restrictions**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the

purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation Than Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon."

Article XII

Preemptive Rights

This corporation elects to have preemptive rights. Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. 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 XIV

Notice

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV
Indemnification

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 or her 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 or her 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 XVI
Related Transactions

A director or officer of the corporation shall not be disqualified by his or 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 of 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 any firm of which he is a member or any corporation of which he is a shareholder, officer, or 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.

IN WITNESS WHEREOF, I, CHARLES D. COTUGNO, III, the undersigned being the incorporator for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seals this 30 day of July, 2021.



CHARLES D. COTUGNO, III

STATE OF FLORIDA)
COUNTY OF Duval)

I HEREBY CERTIFY that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared CHARLES D. COTUGNO, III, by means of physical presence, who produced his valid Florida Driver License as identification of the person who made and subscribed to the foregoing Articles of Incorporation and certifies and acknowledges that he made and executed said Articles for the use and purposes therein expressed.

WITNESS my hand and official seal this 30 day of July, 2021.



Signature of Notary Public – State of Florida

Andre Williams

Printed Name of Notary Public

My Commission Number: _____
My Commission Expires: _____



ANDRE WILLIAMS
Commission # MH 108115
Expires March 23, 2025
Bonded Third Grade Notary Services



ANDRE WILLIAMS
Commission # MH 108115
Expires March 23, 2025
Bonded Third Grade Notary Services

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That COTUGNO CONTRACTING CORPORATION, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named PLF REGISTERED AGENT, L.L.C., located at 1833 Hendry Street, City of Fort Myers, County of Lee, State of Florida, 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.

PLF REGISTERED AGENT, L.L.C.

By: 

Mary Vlasak Snell, a partner of Pavese,
Haverfield, Dalton, Harrison and Jensen,
LLP, its member, as Registered Agent

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