

PA3000047400

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

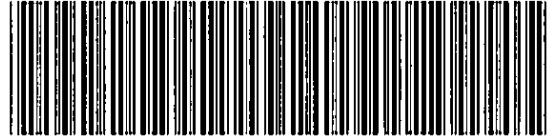
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PA 6/21/23

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SECRETARY OF STATE
TALLAHASSEE, FL



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Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.incserv.com
e-mail: accounting@incserv.com



ORDER FORM

TO Florida Department of State
The Centre of Tallahassee
2415 North Monroe Street, Suite 810
Tallahassee, FL 32303
corphelp@dos.myflorida.com
850-245-6051

FROM Melissa Moreau
mmoreau@incserv.com
850.656.7953

REQUEST DATE 6/21/2023

PRIORITY , Regular Approval

OUR REF # (Order ID#) 1159500

ORDER ENTITY

AUDET BARRETT DEVELOPERS, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

AUDET BARRETT DEVELOPERS, INC. (FL)

Please file the attached articles and provide a certificate of status.

NOTES:

\$78.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,

A handwritten signature in black ink, appearing to be "WJ" or similar, written in a cursive style.

Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

ARTICLES OF INCORPORATION
In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: AUDET BARRETT DEVELOPERS, INC.

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

888 SE 3RD AVENUE, #400

FORT LAUDERDALE, FL 33316

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: REAL ESTATE ACQUISITIONS,
CONSTRUCTION, & DEVELOPMENT

ARTICLE IV SHARES

The number of shares of stock is: SEE SCHEDULE 1

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: FRANCOIS AUDET, PRESIDENT

Name and Title: _____

Address 888 SOUTHEAST 3RD AVENUE, #400
FORT LAUDERDALE, FLORIDA 33316

Address: _____

Name and Title: THOMAS BARRETT, VICE PRESIDENT

Name and Title: _____

Address 4700 U.S. 27 SOUTH
SEBRING, FLORIDA 33870

Address: _____

Name and Title: _____

Name and Title: _____

Address _____

Address: _____

2023 JUN 21 PM 3:47
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TALLAHASSEE FL

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Name and Title: _____ Name and Title: _____
Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: LARRY J. BEHAR
Address: 888 SOUTHEAST 3RD AVENUE, #400
FORT LAUDERDALE, FLORIDA 33316

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: LARRY J. BEHAR
Address: 888 SOUTHEAST 3RD AVENUE, #400
FORT LAUDERDALE, FLORIDA 33316

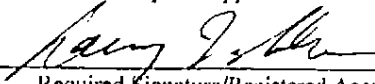
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

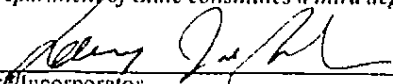
Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity


Required Signature/Registered Agent

06/20/2023

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.


Required Signature/Incorporator

06/20/2023

Date

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TALLAHASSEE, FL

SCHEDULE 1
TO THE ARTICLES OF INCORPORATION
DESCRIPTION OF SHARE CAPITAL

The Corporation is authorized to issue two classes of shares, namely an unlimited number of Class A and Class B shares.

1. CLASS A SHARES

Subject to the rights, privileges, conditions and restrictions attached to the other classes of shares, the Class A shares shall carry the following rights and restrictions:

- 1.1 Voting right. Holders of Class A shares shall have the right to receive notice of any meeting of shareholders of the Corporation, to attend such meeting and to vote thereat on the basis of one (1) vote per Class A share held.
- 1.2 Dividend. Holders of Class A shares shall have the right to receive any dividend declared by the Corporation.
- 1.3 Remaining property. Upon the winding-up of the Corporation, holders of Class A shares shall have the right to share the remaining property of the Corporation.
- 1.4 Restriction. Notwithstanding subsection 1.2 hereinabove, no dividend or purchase price may be paid on the Class A shares if payment thereof would cause the realizable value of the net assets of the Corporation to be insufficient to proceed with the redemption and payment of the outstanding Class B shares.

2. CLASS B SHARES

The Class B shares shall carry the following rights, privileges, conditions and restrictions:

- 2.1 Voting right. Except where the right to vote is conferred specifically thereon by the applicable law, the Class B shares shall not confer upon their holders the right to vote at meetings of shareholders, to be convened to or to attend such meetings.
- 2.2 Dividend. Holders of Class B shares shall have the right to receive, for each fiscal year of the Corporation and to the extent that the directors so declare, a non-cumulative preferential dividend in a maximum annual amount, as determined by the directors of the Corporation, not exceeding eight percent (8%) of the amount credited to the stated capital account for such shares on the date of declaration of the dividend; such dividend being non-cumulative, if, for a given fiscal year, the directors do not declare it or declare only a part thereof, the right of holders of Class B shares to the undeclared portion of such dividend for such fiscal year shall be forever extinguished; such dividend being preferred, no dividend may be declared, paid or be set aside for payment on the Class A shares, at

2023 JUN 24 PM 3:57
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any time whatsoever during any fiscal year of the Corporation, unless during such same fiscal year, the full amount of the dividend prescribed on the Class B shares has been declared and paid in full or set aside for payment on all of the Class B shares then outstanding.

- 2.3 Unilateral redemption. Subject to the provisions of the applicable law, the Corporation shall have the right, by resolution of the board of directors, to redeem, at all times, unilaterally, all or part of the Class B shares then outstanding, the whole in accordance with the following terms and conditions:

2.3.1 the Corporation shall give a written notice of redemption to each registered holder of Class B shares or send such notice by mail to the last known address of the holder; such notice shall inform the holder of the redemption and shall specify the date on which such redemption shall take effect (the "**Redemption Date**"), such date being required to be no less than 10 days subsequent to the date on which the Corporation delivered or sent the notices of redemption; any holder may waive the sending of a notice of redemption;

2.3.2 on the Redemption Date, the Class B shares redeemed shall be cancelled automatically and their holders shall have the right, upon delivery of the duly endorsed certificates representing such shares, to the payment of their "Redemption Value" as defined hereinbelow, as well as the payment of any dividend then declared and unpaid thereon. If a part only of the Class B shares represented by such certificates is redeemed, a new certificate shall be issued for the remaining shares;

2.3.3 in respect of holders of redeemed Class B shares who fail to deliver for cancellation the certificates representing such shares, the Corporation may deposit an amount corresponding to their "Redemption Value" in a separate bank account or at any other location designated in the notice of redemption, for such holders. The rights of such holders shall be limited to receiving the amount so deposited to their credit upon delivery of the certificates representing the redeemed shares, and, as the case may be, to having new certificates issued by the Corporation for their remaining Class B shares;

2.3.4 if the redemption is partial, it shall be carried out rateably to the number of Class B shares outstanding, without taking into account fractional shares, or in any other manner proposed by the Corporation and accepted unanimously by the holders of such shares.

- 2.4 Redemption on demand. Any holder of Class B shares may demand at any time that the Corporation redeem to it all or part of such shares, and the Corporation shall be obliged to proceed with such redemption, the whole in accordance with the following terms and conditions:

2.4.1 the demand for redemption shall be signed by the registered holder of the Class B shares or by his attorney and given to the secretary of the Corporation, together

with the duly endorsed certificate or certificates representing the Class B shares to be redeemed. The demand for redemption shall specify the number of Class B shares that the holder wishes to have redeemed;

2.4.2 on the tenth business day following the date of receipt of the demand for redemption (the "**Redemption Date**"), the Corporation shall proceed with the redemption of all of the Class B shares indicated in such demand, and the holder thereof shall receive:

- (a) the payment of the entire portion of the Redemption Value, as defined hereinbelow, of the Class B shares redeemed that the Corporation may pay without contravening the provisions of the applicable law;
- (b) the payment of any dividend declared and unpaid on such shares; and
- (c) as the case may be, a certificate for the balance of the Class B shares represented by the certificate or certificates delivered to the Corporation in accordance with paragraph 2.4.1, if the demand for redemption bears on a part only of such shares;

2.4.3 on the Redemption Date, subject however to adjustment in accordance with paragraph 2.4.5 hereinbelow:

- (a) all of the Class B shares redeemed shall be deemed to be irrevocably cancelled, and their holders shall cease to benefit from the rights attached to such shares, except the right to receive payment of their Redemption Value and the dividends declared and unpaid thereon;
- (b) the stated capital account maintained for the Class B shares shall be debited in accordance with the applicable law;

2.4.4 holders of Class B shares redeemed but not fully paid-up on the Redemption Date shall be entitled to be paid the balance of the Redemption Value of such shares as and when the Corporation may legally make payment thereof;

2.4.5 holders of Class B shares redeemed but not fully paid-up on the Redemption Date, within fifteen (15) days following the time they are notified that they cannot receive full payment of the Redemption Value of their shares, may, by written notice, request that the Corporation apply the amount they received to the full payment of the Redemption Value of part of such shares as well as the dividends declared and unpaid thereon, without taking into account fractional shares, and withdraw their demands for redemption pertaining to the balance of such shares. Upon receipt of such a notice, the Corporation shall proceed with the necessary adjustments in its registers and its stated capital account, such that on the Redemption Date only the fully paid-up portion of the Class B shares indicated in the demand for redemption shall be redeemed and cancelled. Certificates representing the Class B shares for which the demands for redemption have been withdrawn shall be delivered to their holders. The period of fifteen (15) days

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mentioned in this paragraph is of the essence; after such period, holders may no longer avail themselves of the provisions of this paragraph.

- 2.5 Redemption Value. The Redemption Value of each Class B share shall correspond to the amount credited to the stated capital account in respect of such class of shares, divided by the number of such shares outstanding.
- 2.6 Reimbursement. In the event of the winding-up of the Corporation, holders of Class B shares shall receive, prior to holders of Class A shares, an amount equal to the "Redemption Value" of their Class B shares, as defined hereinabove, plus the declared and unpaid dividends on such shares.
- 2.7 Additional participation. Holders of Class B shares shall not participate further in the property or profits of the Corporation.

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2023 JUN 21 PM 3:48

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