

P 95000023801

TRANSMITTAL LETTER

FILED

95 MAR 22 11 24 AM

RECEIVED
TALLAHASSEE, FLORIDA

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

SUBJECT: THE BARON CONSTRUCTION GROUP
(proposed corporate name)

Enclosed please find an original and one (1) copy of the articles of incorporation for the above corporation and check in the amount of \$78.75.

FROM: Merrile Glover-Gambles, Esquire

Name

636 North Rio Grande Avenue

Address

Orlando, Florida 32805

City, State & Zip

(407) 872-1456

Telephone Number

500001437015

-03/22/95--01101--007

*****78.75 *****78.75

Note: Additional copy of articles is needed only when certified copy is requested.

NANCY HENDRICKS MAR 24 1995

~~CERTIFICATE OF DESIGNATION~~

FILED

95 MAR 22 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE BARON CONSTRUCTION GROUP, INC.

Pursuant to the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit, the undersigned have placed their signatures and seals upon this document for the purposes of becoming a corporation under the laws of the state of Florida.

ARTICLE I - NAME

The name of this corporation shall be THE BARON CONSTRUCTION GROUP, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

This corporation is organized for the following purposes:

To offer Construction services in the areas of Earthwork, Sitework, Engineering Design and Utilities, ect.

To acquire by purchase, subscription or otherwise, and to hold as investment of otherwise, any bonds or other securities as evidenced of indebtedness, or any shares of capital stock created or issued by any other corporation or corporations, association or associations, of any state, district, territory or country; to purchase, hold as an investment

or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of stocks, bonds or other securities or evidences of indebtedness created or issued by any other corporation or corporations, association or associations, and while the owner, holder of pledges of such stock, security, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon; to aid in any lawful manner any corporation or association of which the bonds, or other securities, or evidences of indebtedness, or stocks are held by this corporation, and to do any and all lawful acts or things designated to protect, preserve, improve or enhance the value of any such bonds, or other securities, or evidence of indebtedness created by any such corporation;

To acquire by purchase or otherwise the goodwill, business property rights, franchises and assets of every kind, and undertake either wholly or in part the liabilities of any person, firm, association or corporation engaged, as to going concern or otherwise; (1) by purchase of the assets thereof wholly or in part; (2) by acquisition of the capital or any part thereof, or (3) in any other manner, and to pay for the same in cash, the stock or bonds of this corporation, or partly in cash and partly in such stock or bonds or otherwise; to hold, maintain and operate or in any manner dispose of the whole or any part of the goodwill, business rights and property so acquired; and to conduct in any lawful manner the whole or any part of any business so acquired and to exercise all the powers necessary or convenient in and about the management of business;

To purchase and otherwise acquire, sell and otherwise dispose of, deal in and deal with personal property of all kinds, including patents, patent rights, copyrights, trademarks and including business concerns and undertakings;

To purchase, take, acquire, lease, own, maintain, cultivate, work, develop, sell, convey, mortgage, exchange and improve or otherwise deal in and with real estate or any interest and rights therein and water rights, and to erect, construct, alter and maintain and improve land, building or works or any description on any land or any water rights so purchased or otherwise acquired or upon any other land, and to repair, alter and improve existing house, warehouses or works thereon and appurtenant or convenient thereto;

To act as agent or representative for corporations, associations, firms and individuals and as such to develop, improve and extend the trade and business interest of corporation, association, firms and individuals;

To borrow money, to give its promissory notes or other evidences of indebtedness therefore, to make and enter into indenture of trust agreements, to make and issue its debenture bonds or certificates of indebtedness, payable to bearer or otherwise, with or without interest coupons attached, and in addition to such interest, until such certificate of indebtedness or debenture bonds are discharged but not thereafter, with or without participation in the earnings, or a share of the earnings of the corporation, and to issue bonds and secure the same by mortgage, deed or trust or otherwise on all or any part of its assets, for any of the purposes of the corporation;

To make by-laws and regulations not inconsistent with the constitution or laws of the United States, or of this state, or of the Charter of the corporation; to have one or more officers, to carry on all or any of its operations and business and without restrictions or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and description and for the purpose of attaining or furthering any of its objects or purposes, the corporation shall have the power to do any and all such other incidental acts and things and to exercise any and all other powers which a co-partnership or natural person could do and exercise, as may be authorized by law;

TO TRANSACT ANY OR ALL LAWFUL BUSINESS:

The several clauses contained in this statement of purposes shall be construed as both purposes and powers, and their statements contained in each clause shall, except where otherwise expressly stated, be in no ways limited or restricted by reference to or interference from the terms of any other clause but shall be regarded as independent purposes and powers, rights or privileges given by law to corporation.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1000 shares of common stock with a par value of \$1.00 per share.

ARTICLE V
INITIAL PRINCIPAL BUSINESS OFFICE

The principal business office of the corporation is:

636 North Rio Grande Avenue
Orlando, Florida 32805

ARTICLE VI
INITIAL REGISTERED AGENT

The registered agent and office of this corporation is:

Merrile Glover-Gambles, Esquire
636 North Rio Grande Avenue
Orlando, Florida 32805

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of Directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one and said corporation is authorized to have five (5) Directors at any one time. The name and address of the initial director of this corporation is:

James N. Wade, Chairman of the Board/Chief Executive Officer
636 North Rio Grande Avenue
Orlando, Florida 32805

ARTICLE VIII - OFFICERS AND BYLAWS

The officers of this corporation shall be a President, who shall be a Director of the corporation; a Vice President, a Secretary and a Treasurer, and such other Officers and Agents as may be necessary. All Officers and Agents as may be necessary shall be chosen in such manner, hold office for such terms and have such powers and duties as may be prescribed by the by-laws of the corporation or determined by the Board of Directors. Any person may hold two offices, or more initially or until the Board of Directors may add pursuant to these articles. The names and addresses of the initial officers of this corporation are:

NAME	OFFICE
James N. Wade 636 North Rio Grande Avenue Orlando, Florida 32805	Chief Executive Officer
Joseph N. Barnes 1221 W. Colonial Drive, Suite #201 Orlando, Florida 32804	President/Chief Operating Officer
(Vacant)	Vice President
Merrile Glover-Gambles 636 North Rio Grande Avenue Orlando, Florida 32805	Secretary/Treasurer

ARTICLE IX
SPECIAL PROVISION

It is the intent of the corporation to qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S Corporation.

ARTICLE X - INCORPORATORS

The name and address of the person signing these Articles of Incorporation is:

James N. Wade
636 North Rio Grande Avenue
Orlando, Florida 32805

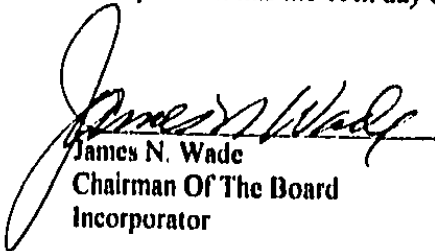
ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any Officer or Director or any former officer or director, to the full extent permitted by law.

ARTICLE XII - AMENDMENT

This corporation reserves the right to amend or repeal any provision conned in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the Shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation this the 15th day of March, 1995.

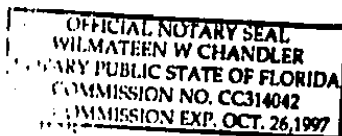

James N. Wade
Chairman Of The Board
Incorporator

STATE OF FLORIDA
COUNTY OF ORANGE

Personally appeared before me, the undersigned Notary Public, this day, James N. Wade to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same for the purposes therein stated.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 15th day of March, 1995.


Notary Public
WILMATEEN W CHANDLER



CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: THE BARON CONSTRUCTION GROUP, INC.
2. The name and address of the registered agent and office is:

Merrile Glover-Gambles, Esquire

(NAME)

636 North Rio Grande Avenue

(P.O. BOX NOT ACCEPTABLE)

Orlando, Florida 32805

(CITY/STATE/ZIP)

SIGNATURE

James N. Wolf
(Corporate Officer)

TITLE

Chairman Of The Board

DATE

March 15, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE

Merrile Glover-Gambles

DATE

3/15/95

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\$35.00

WADE INDUSTRIES, INC.

1302 RACE ST.
PHILADELPHIA, PA 19107

300001865403

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*****70.00 *****35.00

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time _____

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input checked="" type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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96 JUL -3 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**STATEMENT OF CHANGE OF REGISTERED AGENT
OR REGISTERED OFFICE OR BOTH
FOR CORPORATIONS**

Pursuant to the provisions of FSA § 607.0502, the undersigned corporation organized under the laws of the state of FLORIDA submits the following statement in order to change its registered office or registered agent, or both, in the state of Florida.

1. The name of the corporation:
THE BARON CONSTRUCTION GROUP, INC.
2. The mailing address of the corporation is:
**800 N. MAGNOLIA AVENUE, SUITE 1701
ORLANDO, FLORIDA 32803**
3. Date of incorporation: **MARCH 22, 1995**
4. Document number: **P95000023801**
5. The name and address of the current registered agent and office: **MERRILLE GLOVER-GAMBLES, ESQUIRE
REGISTERED AGENT
OF WADE DEVELOPMENT, INC.
843 SILVER OAK COURT
MAITLAND, FL 32809**
6. If applicable, the name of the new registered agent:
JAMES N. WADE
7. If applicable, the (new) street address of the (new) registered agent:
**800 MAGNOLIA AVENUE, SUITE 1701
ORLANDO, FL 32803**
8. The street address of the corporation's registered office and the business office of its registered agent, as changed, will be identical.
9. Such change was authorized by resolution duly adopted by the board of directors or by an officer so authorized by the board.
10. (These changes) will be effective upon filing.

Date: **MAY 10, 1996**


JAMES N. WADE, CHAIRMAN/CEO

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96 JUN -3 PM 12:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligation of my position as registered agent.


JAMES N. WADE, Registered Agent

MAY 10, 1996
Date

PLEASE READ ALL INSTRUCTIONS BEFORE COMPLETING THIS FORM.

FLORIDA DEPARTMENT OF STATE
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

REINSTATEMENT

DOCUMENT # P95000033801

1. Corporation Name

BARON CONSTRUCTION GROUP, INC

Principal Place of Business

Mailing Address

**800 N. MAGNOLIA AVENUE
 SUITE 1701
 ORLANDO
 FLORIDA 32803**

If above addresses are incorrect in any way, line through incorrect information and enter correction below

2. New Principal Office Address, if Applicable

3. New Mailing Address, if Applicable

23 SEP 20 PM 12:09

USE BACK OF STATE
 TALLAHASSEE, FLORIDA

SH 9/20

DO NOT WRITE IN THIS SPACE

4. Date Incorporated or Qualified
 To Do Business in Florida

MARCH 22, 1995

5. FEI Number

59-3368678

Applied For

Not Applicable

6

CERTIFICATE OF STATUS DESIRED ☐

SR

7. Names and Street Addresses of Each Officer and/or Director (Florida nonprofit corporations must list at least 3 directors)

1. Title(s)	2. Name of Officers and/or Directors	3. Street Address of Each Officer and/or Director (Do NOT Use Post Office Box Numbers)	4. City / State / Zip
P	JAMES N. WADE	800 N MAGNOLIA AVENUE	ORLANDO FL 32803

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 *****383.75 *****383.75

8. Name and Address of Current Registered Agent

9. Name and Address of New Registered Agent

**JAMES N. WADE
 800 N. MAGNOLIA AVENUE
 SUITE 1701
 ORLANDO, FLORIDA 32803**

Name

Street Address (P.O. Box Number is Not Acceptable)

Suite, Apt. #, Etc.

City

State

Zip Code

FL

10. I, being appointed the registered agent of the above named corporation, am familiar with and accept the obligations of Section 607.0505, F.S.

Signature of
 Registered Agent

James N. Wade
 REGISTERED AGENT MUST SIGN

Date

9/18/96

11. Does this corporation pay any intangible tax to the
 Dept. of Revenue under S. 199.032, Florida Statutes. Yes ☐ No ☐

(See other side for information
 on intangible tax.)

12. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I release the Division of Corporations from any liability of non-compliance with Section 119.07(3)(k) in the event that the information supplied is deemed exempt from public access. I certify that I am an officer or director or the receiver or trustee empowered to execute this application as provided for in chapter 607 or 617, F.S. I further certify that when filing this reinstatement application the reason for dissolution has been eliminated, the corporate name satisfies the requirements of section 607.0401 or 617.0401, F.S., and that all fees owed by the corporation have been paid. The information indicated on this application is true and accurate, and my signature shall have the same legal effect as if made under oath.

SIGNATURE

SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR

James N. Wade

9/18/96

Date

407 972 2400

Daytime Phone

CR200-00 (12/95)