

795000036019

Michelle T. Morley

Attorney and Counselor at Law
418 West Alfred Street, Suite 6
Tallahassee, Florida 32378
(904) 343-4300

Member of the Florida Bar Association
Member of the Minnesota Bar Association

Fax (904) 343-1346

February 3, 1995

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

0000001389500
02/07/95--01079--007
***122.50 ***122.50

Re: B.J. Enterprises, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above corporation, the Acceptance of Appointment by Registered Agent of B.J. Enterprises, Inc., and a check in the amount of \$122.50 for the filing fees, registered agent designation and a certified copy of the Articles of Incorporation.

Thank you for your assistance.

Very truly yours,

Michelle Morley
Michelle Morley

MTM/lfh

Enclosures

FEB 7 1995 BSE

W95-2991

FILED

RECEIVED
FEB 9 1995



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 9, 1995

MICHELLE T. MORLEY ESQ.
418 WEST ALFRED STREET
SUITE 6
TAVARES, FL 32778

SUBJECT: B.J. ENTERPRISES, INC.
Ref. Number: W95000002991

We have received your document for B.J. ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 795A00005728

Michelle T. Morley

Attorney and Counsellor at Law
418 West Alfred Street, Suite 6
Tavares, Florida 32778
(904) 343-4300

Member of the Florida Bar Association
Member of the Minnesota Bar Association

Fax (904) 343-1346

May 1, 1995

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

Re: James Construction, Inc.

Dear Sir or Madame:

Enclosed is a copy of correspondence received from your office dated February 9, 1995 wherein I attempted to file Articles of Incorporation for a new corporation on behalf of one of my clients. Your correspondence indicated that the name B. J. Enterprises, Inc. was not available.

Therefore, I am submitting the Articles of Incorporation under the name "James Construction, Inc." Enclosed you will find the original and one copy of the Articles of Incorporation, and the original Acceptance of Appointment by Registered Agent of James Construction, Inc.

Thank you for your assistance with this matter. If you have any questions regarding any of the foregoing, please do not hesitate in contacting this office.

Very truly yours,

Michelle Morley

Michelle Morley

MTM/lfh

Enclosures

**Articles of Incorporation
of
James Construction, Inc.**

FILED
95 MAY -8 PM 4: 55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned natural person, of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles of Incorporation:

ARTICLE I

The name of this corporation shall be ***James Construction, Inc.***

ARTICLE II

Purposes

The corporation may engage in any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

742-0025

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 100,000 shares of common stock, each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators and Directors

The name and address of the Subscriber and Incorporator is ***Post Office Box, 1612, Lake Panasoffkee, Florida 33538*** of Sumter, Florida. The names and addresses of the Directors are:

William F. James, Lake Panasoffkee, Florida, and

Kenneth M. James II, Oxford, Florida

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- A. Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- D. Dissolution of the corporation.

ARTICLE VII

Directors

A. The business of the corporation shall be managed initially by a board of three directors. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one director.

B. The entire Board of Directors may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of a quorum of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

D. Members of the Board of Directors or of an Executive Committee shall be deemed present at a meeting if a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE VIII

Operating Agreement

Two or more of the shareholders of this corporation entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the corporation and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this corporation. The Board of Directors may

require, by resolution or by bylaw, that the existence of such agreement be noted on the certificates of stock of the corporation which are subject to such agreement.

ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be *upon filing of the Articles of Incorporation*, pursuant to Florida Statute 607.167.

ARTICLE X

Registered Office and Registered Agent

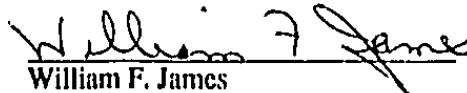
The address of the initial registered office of this corporation is 418 West Alfred Street, Suite 6, Tavares, Florida. The name of the Registered Agent of this corporation is *Michelle T. Morley* at the above office address.

ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

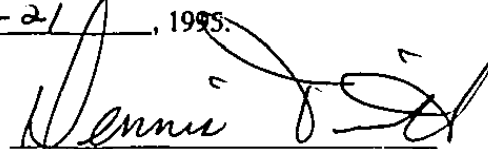
IN WITNESS WHEREOF, the undersigned, being the Incorporator, certifies to the truth of the facts herein stated this 21 April, 1995.


William F. James

STATE OF Penn.
COUNTY OF Lehigh

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, *William F. James*, who after being duly cautioned and sworn, did depose and say that he has affixed his name to the foregoing Articles of Incorporation of *James Construction, Inc.*, as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Dress, County of Lehigh,
State of PA, this 4-21, 1995.


Notary Public
My Comm. Exp.:

Notarial Seal
Dennis Trutt, Notary Public
Buder Twp., Luzerne County
My Commission Expires April 13, 1996

**Acceptance of Appointment by Registered Agent of
James Construction, Inc.**

I, **Michelle T. Morley**, whose business address is 418 West Alfred Street, Suite 6, Tavares, Florida 32778, and whose mailing address is the same, Florida, hereby accept appointment as Registered Agent of **James Construction, Inc.**

I hereby certify that I am familiar with, and accept, the obligations provided in Florida Statute 607.0505.


Michelle T. Morley

The principal place of business of **James Construction, Inc.** will be located in Lake Panasoffkee, Lake County, Florida and the mailing address is Post Office Box, 1612, Lake Panasoffkee, Florida 33538.

FILED

55 MAY -8 PM 4:56

SECRETARY OF STATE
TALLAHASSEE, FLORIDA