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TRANSMITTAL LETTER

FILED

95 MAY 11 AM 8 55

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

500001484515
-05/11/95--01000--010
***122.50 ***122.50

SUBJECT: ALL MAINTENANCE SERVICES OF ORLANDO, INC.
(Proposed corporate name - must include suffix)

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

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: CASEY HUMPHREY
Name (printed or typed)

4843 KATHY JO TERRACE
Address

ORLANDO, FL 32808
City, State & Zip

(407) 345-1281
Daytime Telephone number

File-11

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

OF

ALL MAINTENANCE SERVICES OF ORLANDO, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I -- NAME

THE NAME OF THIS CORPORATION IS ALL MAINTENANCE SERVICES OF ORLANDO, INC.. THE ADDRESS OF THE CORPORATION IS 5527 INTERNATIONAL DRIVE, ORLANDO, FL 32819.

ARTICLE II -- DURATION

THE CORPORATION SHALL HAVE A PERPETUAL EXISTENCE.

ARTICLE III -- PURPOSE

THE PURPOSE OF THIS CORPORATION IS TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND FLORIDA.

ARTICLE IV -- CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES WHICH THIS CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY TIME IS ONE THOUSAND SHARES OF COMMON STOCK HAVING A PAR VALUE OF ONE DOLLAR (\$1.00) PER SHARE.

ARTICLE V -- INITIAL REGISTERED OFFICE AND AGENT

THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE AT 4843 KATHY JO TERRACE, ORLANDO, FL 32808, AND THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT SUCH OFFICE SHALL BE CASEY L. HUMPHREY, WHO UPON ACCEPTING THIS DESIGNATION AGREES TO COMPLY WITH THE PROVISIONS OF SECTION 48.091, FLORIDA STATUTES AS AMENDED FROM TIME TO TIME, WITH RESPECT TO KEEPING AN OFFICE OPEN FOR SERVICE OF PROCESS.

ARTICLE VI -- INITIAL BOARD OF DIRECTORS

THE INITIAL BOARD OF DIRECTORS SHALL CONSIST OF THREE MEMBERS. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DECREASED FROM TIME TO TIME BY VOTE OF THE STOCKHOLDERS, BUT IN NO CASE SHALL THE NUMBER OF DIRECTORS BE LESS THAN ONE NOR MORE THAN FOUR. THE NAMES AND ADDRESSES OF THE DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS ARE:

CASEY L. HUMPHREY, PRESIDENT

**4843 KATHY JO TERRACE
ORLANDO, FL 32808**

**CHARLES L. HUMPHREY JR.,
VICE-PRESIDENT**

**5527 INTERNATIONAL DRIVE
ORLANDO, FL 32819**

CHARLES HUMPHREY, SECRETARY

**5527 INTERNATIONAL DRIVE
ORLANDO, FL 32819**

ARTICLE VIII--

INCORPORATOR

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES OF INCORPORATION IS CASSEL L. HUMPHREY, 4843 KATHY JO TERRACE, ORLANDO, FL 32808.

ARTICLE IX

AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISION CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDERS IS SUBJECT TO THIS RESERVATION.

ARTICLE X

BYLAWS

THE INITIAL BYLAWS SHALL BE ADOPTED BY BOARD OF DIRECTORS. THE POWERS TO ALTER, AMEND OR REPEAL THE BYLAWS OR ADOPT NEW BYLAWS IS VESTED IN THE BOARD OF DIRECTORS, SUBJECT TO REPEAL OR CHANGE BY ACTION OF THE SHAREHOLDERS.

ARTICLE XI

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 607.0704 AND THE BYLAWS.

ARTICLE XII

PREEMPTIVE RIGHTS

EACH SHAREHOLDER OF THIS CORPORATION SHALL HAVE THE FIRST RIGHT TO PURCHASE ANY CLASS, KIND OR SERIES OF STOCK IN THIS CORPORATION THAT MAY FROM TIME TO TIME BE ISSUED (WHETHER OR NOT PRESENTLY AUTHORIZED), IN THE RATIO THAT THE NUMBER OF SHARES HE HOLDS AT THE TIME OF ISSUE BEARS TO THE TOTAL NUMBER OF SHARES OUTSTANDING. THIS RIGHT IS GRANTED WITH RESPECT TO ALL SHARES OF STOCK OF THE CORPORATION INCLUDING:

- 1. SHARES ISSUED AS COMPENSATION TO DIRECTORS, OFFICERS, AGENTS, OR EMPLOYEES OF THE CORPORATION OR ITS SUBSIDIARIES OR AFFILIATES;**
- 2. SHARES ISSUED TO SATISFY CONVERSION OR OPTION RIGHTS CREATED TO PROVIDE COMPENSATION TO DIRECTORS, OFFICERS, AGENTS OR EMPLOYEES OF THE CORPORATION OR ITS SUBSIDIARIES OR AFFILIATES;**
- 3. SHARES AUTHORIZED IN THESE ARTICLES OF INCORPORATION THAT ARE ISSUED WITHIN SIX (6) MONTHS FROM EFFECTIVE DATE OF INCORPORATION;**

4. SHARES SOLD OTHERWISE THAN FOR MONEY.
THIS RIGHT SHALL BE DEEMED WAIVED BY ANY SHAREHOLDER WHO DOES NOT EXERCISE IT AND PAY FOR THE SHARES PREEMPTED WITHIN THIRTY (30) DAYS OF THE RECEIPT OF A NOTICE IN WRITING FROM THE CORPORATION STATING THE PRICE, TERMS AND CONDITIONS OF THE ISSUE OF SHARES AND INVITING HIM TO EXERCISE HIS PREEMPTIVE RIGHTS. THIS RIGHT MAY ALSO BE WAIVED BY AFFIRMATION WRITTEN WAIVER SUBMITTED BY THE SHAREHOLDER TO THE CORPORATION WITHIN THIRTY (30) DAYS OF RECEIPT OF NOTICE FROM THE CORPORATION.

ARTICLE XIII

CUMULATIVE VOTING

IN ANY ELECTION OF DIRECTORS BY THE SHAREHOLDERS, EACH SHAREHOLDER OR RECORD ENTITLED TO VOTE SHALL HAVE THE RIGHT TO CUMULATE HIS SHARES AND GIVE ONE CANDIDATE AS MANY VOTES AS SHALL EQUAL THE NUMBER OF DIRECTORS TO BE ELECTED MULTIPLIED BY THE NUMBER OF SHARES OWNED BY SUCH STOCKHOLDER, OR TO DISTRIBUTE THEM ON THE SAME PRINCIPLE AMONG AS MANY CANDIDATES AS HE SEES FIT; PROVIDED, HOWEVER, THAT NOTICE SHALL BE GIVEN BY ANY SHAREHOLDER TO THE PRESIDENT OR A VICE PRESIDENT OF THE CORPORATION NOT LESS THAN TWENTY-FOUR (24) HOURS BEFORE THE TIME FIXED FOR THE HOLDING OF THE MEETING FOR THE ELECTION OF DIRECTORS THAT HE INTENDS TO ACCUMULATE HIS VOTES AT SUCH ELECTION. THIS RIGHT TO VOTE CUMULATIVELY SHALL NOT BE FURTHER RESTRICTED OR QUALIFIED BY ANY PROVISION IN THE BYLAWS OF THIS CORPORATION.

ARTICLE XIV

LONG-TERM EMPLOYMENT CONTRACT

THE BOARD OF DIRECTORS MAY AUTHORIZE THE CORPORATION TO ENTER INTO EMPLOYMENT CONTRACTS WITH ANY EXECUTIVE OFFICER FOR PERIODS LONGER THAN ONE YEAR, AND ANY CHARTER OR BYLAW PROVISION FOR ANNUAL ELECTION SHALL BE WITHOUT PREJUDICE TO THE CONTRACT RIGHTS, IF ANY, OF THE EXECUTIVE OFFICER UNDER SUCH CONTRACT.

IN WITNESS WHEREOF, THE UNDERSIGNED EXECUTES THESE ARTICLES OF INCORPORATION THIS 8th DAY OF MAY 1995.


(NAME OF INCORPORATOR)

STATE OF FLORIDA

COUNTY OF ORANGE

THE FOREGOING ARTICLES OF INCORPORATION OF ALL MAINTENANCE SERVICES OF ORLANDO, INC. WERE ACKNOWLEDGED BEFORE ME THIS 7th DAY OF May 1995, BY CASEY L. HUMPHREY, AS INCORPORATOR.



CARLENE A. GLANDER NOTARY PUBLIC
My Comm Exp. 9/27/98
Bonded By Service Ins
No. CC410029

I Personally Know ☒ Other I.D. ☐

Carlene A. Glander

FL-DUL H516-112-71-455-0

ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR ALL MAINTENANCE SERVICES OF ORLANDO, INC., AT HE PLACED DESIGNATED IN HE ARTICLES OF INCORPORATION, CASEY L. HUMPHREY, AGREES TO ACT IN THIS CAPACITY, AND AGREES TO COMPLY WITH THE PROVISIONS OF SECTION 48.091 RELATIVE TO KEEPING OPEN SUCH OFFICE.

5/8/95
DATE

Casey L. Humphrey
CASEY L. HUMPHREY

**CERTIFICATE OF DESIGNATION OF
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: ALL MAINTENANCE SERVICES OF ORLANDO, INC.

2. The name and address of the registered agent and office is:

CASEY HUMPHREY

(NAME)

4843 KATHY JO TERRACE

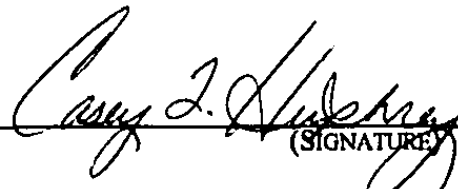
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

ORLANDO, FL 32808

(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)

5/8/95
(DATE)