

895 0000 43576

SMALLWOOD AND KELLEY

ATTORNEYS AT LAW

DONALD T. SMALLWOOD
RICHARD NICK KELLEY

PERSONAL INJURY AND
WRONGFUL DEATH
CRIMINAL LAW
MARITAL AND FAMILY LAW

May 26, 1995



HISTORICAL BRAUMONT HOUSE
200 N. BRAUMONT AVENUE
KINNAMORE, FLORIDA 34741

TELEPHONE (407) 847-0000
FACSIMILE (407) 847-0000
TOLL FREE (800) 750-0000

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

Re: Articles of Incorporation
Stephens Drywall, Inc.

Dear Sir/Madam:

Enclosed please find the original and one copy of the Articles of Incorporation for Stephens Drywall, Inc. along with our trust check No. 1792 in the sum of \$70.00 representing the filing fee. Please return a conformed copy to this office after same has been filed.

Thank you for your assistance in this matter.

Sincerely,

Donald T. Smallwood

/amw
encs. (check)

FILED
1995 MAY 31 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

600001502156
-05/31/95--01071--004
*****70.00 *****70.00

ARTICLES OF INCORPORATION
OF
STEPHENS DRYWALL, INC.

FILED
MAY 31 AM 11:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribed to these Articles of Incorporation, a natural person competent to contract, hereby executes and assents to the within Articles of Incorporation for the purposes of forming a corporate body under and by virtue of the laws of the State of Florida, and specifically under and by virtue of Chapter 607, Florida Statutes, as amended.

ARTICLE I

NAME OF CORPORATION AND MAILING ADDRESS

The name of the corporation is STEPHENS DRYWALL, INC. The corporate mailing address is 3063-C Heron Lake Drive, Kissimmee, FL 34741.

ARTICLE II

DURATION

The duration of the corporation is perpetual. Corporate existence shall commence upon the filing of these Articles with the Secretary of State of the State of Florida.

ARTICLE III

PURPOSE

The purpose of the corporation is to conduct any or all lawful business for which corporations may be incorporated under Chapter 607.0301, Florida Statutes, as now exists or may after be amended.

ARTICLE IV

CAPITALIZATION

The aggregate number of shares of stock which this corporation may issue is 100 shares at \$1.00 per share.

ARTICLE V

PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his 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 VI

REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office and the agent is LAWRENCE W. STEPHENS, 3063-C Heron Lake Drive, Kissimmee, FL 34741.

ARTICLE VII

INITIAL DIRECTOR(S)

There shall be two (2) initial director(s) of the corporation, who shall be as follows:

<u>Name</u>	<u>Address</u>
Lawrence W. Stephens President/Secretary	3063-C Heron Lake Drive Kissimmee, FL 34741
Susan E. Stephens Vice President/Treasurer	3063-C Heron Lake Drive Kissimmee, FL 34741

The number of directors may be either increased or decreased from time to time by the Bylaws; however, there shall never be less than one director nor more than five.

ARTICLE VIII

INCORPORATOR

The incorporator(s) is LAWRENCE W. STEPHENS, whose address is 3063-C Heron Lake Drive, Kissimmee, FL 34741.

ARTICLE IX

LIMITATION OF LIABILITY

Each director and officer, in consideration for his or her services, shall be indemnified, whether then in office or not, for

the reasonable costs and expenses incurred by him or her in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him or her by reason of his or her being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by Florida Statutes Chapter 607.0850. The foregoing right of indemnification shall be inclusive of any other rights to which any director or officer may be entitled as a matter of law.

ARTICLE X

SELF DEALING

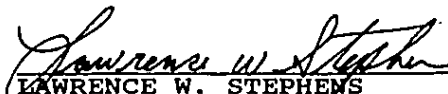
No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in, or a director or officer, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association, or corporation in which he or she may be in anywise interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he or she is also a director of such subsidiary or controlled corporation.

ARTICLE XI

AMENDMENT

This corporation reserves the right to amend or repeal any provision contained 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, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal on the date indicated.


LAWRENCE W. STEPHENS

5-18-95
Date

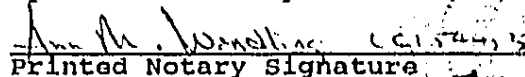
STATE OF FLORIDA
COUNTY OF OSCEOLA

Before me, the undersigned officer, duly authorized to take acknowledgments and administer oaths, this day, personally appeared LAWRENCE W. STEPHENS, to me known and known to me to be the individual described in and who executed the foregoing instrument and who after first being duly sworn states that he executed the foregoing instrument for the purposes therein expressed and that the statements therein contained are true and correct.

WITNESS my hand and official seal this 18TH day of March, 1995.



Notary Public-State of Florida
My Commission Expires:


Printed Notary Signature

NOTARY PUBLIC, STATE OF FLORIDA,
MY COMMISSION EXPIRES: Nov. 2, 1995,
BOARD OF FLORIDA NOTARY PUBLIC UNDERWRITERS.

(SEAL)

ACCEPTANCE OF DESIGNATION

Having been designated as Resident Agent for the above named corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the provisions of said act relative to keeping open said office.



LAWRENCE W. STEPHENS
Resident Agent
3063-C Heron Lake Drive
Kissimmee, FL 34741