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June 1, 1995

File 20017-001

Division of Corporations  
Florida Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

200001506522  
-06/06/95--01064--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: V & E, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for V & E, Inc., together with our check in the amount of \$122.50 for filing the Articles of Incorporation and obtaining a certified copy of same. Please conform the enclosed copy of the Articles and return the copy with the Certificate of Incorporation to the undersigned.

If you have any questions, please feel free to call.

Very truly yours,

JUDD, ULRICH & DEAN, P.A.

  
Roy E. Dean

RED:djv  
Enclosures

W95-11909  
502  
071





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 12, 1995

ROY E. DEAN, ESQ.  
2940 S. TAMiami TR.  
SARASOTA, FL 34239

SUBJECT: V & E, INC.  
Ref. Number: W95000011909

We have received your document for V & E, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(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) 487-6931.

Steven Godfrey  
Corporate Specialist

Letter Number: 295A00028718

6/12/95 CORPORATE DETAIL RECORD SCREEN 11:37 AM  
NUM: S83498 ST:FL ACTIVE/FL PROFIT FLD: 09/30/1991  
FEI#: 65-0289805  
NAME : V & E CORP.  
PRINCIPAL: 1900 KINGFISH DR.  
ADDRESS NAPLES, FL 33962  
RA NAME : HORNE, JUDITH NAME CHG: 10/05/92  
RA ADDR : 1900 KINGFISH ROAD ADDR CHG: 10/05/92  
NAPLES, FL 33962  
ANN REP : (1992) BN 04/14/92 (1993) BN 06/04/93 (1994) B 03/15/94

**ARTICLES OF INCORPORATION  
OF  
V & E OF SARASOTA, INC.**

95 JUN 30 PM 12:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is V & E of Sarasota, Inc.

**ARTICLE II - PURPOSE**

The corporation is authorized to conduct any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and the mailing address of the corporation shall be 4629 Glenbrooke Terrace, Sarasota, Florida 34243.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares of common stock having a par value of \$1.00. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting. Said share shall be paid for in lawful money

of the United States of America or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

#### ARTICLE V - DURATION

This corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

#### ARTICLE VII - DIRECTORS

This corporation shall have an initial Board of Directors consisting of two (2) directors, whose names and street address are as follows:

##### NAME

Gretchen J. Eveland

Marguerite M. Vaadi

##### ADDRESS

5745 Garden Drive  
Sarasota, Florida 34243

4629 Glenbrooke Terrace  
Sarasota, Florida 34243

#### **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

##### **NAME**

Roy E. Dean

##### **ADDRESS**

2940 South Tamiami Trail  
Sarasota, Florida 34239

#### **ARTICLE IX - BYLAWS**

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

#### **ARTICLE X - INDEMNIFICATION**


Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its

officers and directors harmless from any action taken by them on its behalf to the full extent and limit permitted by law.

**ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**

This corporation has named Roy E. Dean as its agent to accept service of process within the State. The street address of the initial registered office is 2940 South Tamiami Trail, Sarasota, Florida 34239.

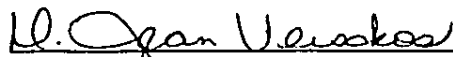
IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation this 27 day of June, 1995.

  
Roy E. Dean

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 27th day of June, 1995, by Roy E. Dean who is personally known to me or who has produced his Florida Driver's License as identification.

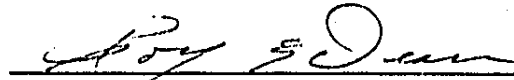
My commission expires:

  
Print Name: D. Jean Versakos  
NOTARY PUBLIC



ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation, at the place designated above, I hereby accept the appointment of 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 am familiar with and accept the obligations of any position as registered agent.

  
Roy E. Doan