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LAW OFFICES OF
BERG & DOUGLASS
A PARTNERSHIP OF PROFESSIONAL ASSOCIATIONS
1872 SOUTH TAMiami TRAIL
SUITE D
VENICE, FLORIDA 34293

SKIP BERG, P.A.*
J. MICHAEL DOUGLASS, P.A.
*BOARD CERTIFIED REAL ESTATE

FILED

95 AUG 10 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
TELEPHONE (904) 493-0871
FAX (904) 497-0817

August 3, 1995

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

000001557080
-08/10/95--01025--003
****122.50 ****122.50

RE: Philip W. Baker & Son, Inc.

Gentlemen:

Enclosed please find Articles of Incorporation of Philip W. Baker & Son, Inc., and a check to the Secretary of State for \$122.50.

Please send the certified copy of the Articles of Incorporation back to us.

Thank you.

Sincerely,


Skip Berg

SB/nn

Enclosures

41
8-10-95

ARTICLES OF INCORPORATION
OF
PHILIP W. BAKER & SON, INC.

FILED
95 AUG 10 PM 3:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the corporation shall be PHILIP W. BAKER & SON, INC.

The principal place of business of this corporation shall be as follows:

Corporate Address:

3955 E. Venice Avenue
Venice, Florida 34292

ARTICLE II

TERM OF EXISTENCE

The term of existence of the corporation shall be perpetual. Corporate existence shall begin on August 10, 1995.

ARTICLE III

NATURE OF BUSINESS

The purpose of the corporation is to transact any business and to engage in, enter into, promote or conduct any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE IV

CAPITAL STOCK

The total number of shares of stock which the corporation shall have authority to issue is 5,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

The holders of the shares of any class (other than shares which are limited as to dividend rate and liquidation preference) shall, upon the offering or sale for cash of shares of the same class, have the right, during a reasonable time and on reasonable terms fixed by the Board of Directors, to purchase such shares in proportion to their respective holding of shares of such class, unless the shares offered or sold are: (a) treasury shares, (b) issued as a share dividend, (c) issued or agreed to be issued for considerations other than money, or (d) released from pre-emptive rights by the affirmative vote of the holders of two-thirds of the shares entitled to such pre-emptive rights.

ARTICLE V

REGISTERED AGENT

The street address of the initial registered office of the corporation in Sarasota County, Florida, and the name of its initial registered agent at such address are as follows:

Name and street address

PHILIP W. BAKER
3955 E. Venice Avenue
Venice, Florida 34292

ARTICLE VI

BOARD OF DIRECTORS

The corporation shall have a Board of Directors of two (2) directors initially. The number of directors shall be prescribed by the Bylaws of the corporation from time to time. The names and addresses of the persons who shall serve as the initial directors of the corporation until the first annual meeting of the shareholders or until their successors are duly elected and qualified are as follows:

Name and street address

PHILIP W. BAKER
3955 E. Venice Avenue
Venice, Florida 34292

HARRIOT A. BAKER
3955 E. Venice Avenue
Venice, Florida 34292

ARTICLE VII

INCORPORATORS

The names and addresses of the Incorporators to these Articles of Incorporation are:

Names and street addresses

PHILIP W. BAKER
3955 E. Venice Avenue
Venice, Florida 34292

HARRIOT A. BAKER
3955 E. Venice Avenue
Venice, Florida 34292

IN WITNESS WHEREOF, the undersigned, being the incorporators hereinbefore named, for the purpose of forming a corporation

pursuant to the Florida Business Corporation Act, have executed these Articles of Incorporation this 87 day of August, 1995.

Philip W. Baker
Incorporator
Harriot A. Baker
Incorporator

STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared PHILIP W. BAKER and HARRIOT A. BAKER, who are personally known to me, and who are known to be the persons described in and who executed the foregoing Articles of Incorporation and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7 day of August, 1995.

H. R. Berg, Jr.
Notary Public

My commission expires:



OFFICIAL SEAL
H. R. BERG, JR.
My Commission Expires
Feb. 29, 1996
Comm. No. CC 181033

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THE FOREGOING ARTICLES OF INCORPORATION, 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.

Philip W. Bilem
Registered Agent

DATE: August 7, 1995

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95 AUG 10 09 304
SECRETARY OF STATE
TALLAHASSEE, FLORIDA