

# P95000069060

From: H. J. Royall, Jr.  
 700 Riverbend Blvd.  
 Longwood, FL 32779

\_\_\_\_\_  
 \_\_\_\_\_  
 \_\_\_\_\_

OFFICE USE ONLY

**CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):**

1. Royall Construction of Central  
(Corporation Name) (Document #)
2. Florida, Inc.  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- Walk in     Pick up time \_\_\_\_\_     Certified Copy  
 Mail out     Will wait     Photocopy     Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 95 SEP -5 PM 3:54  
 TALLAHASSEE, FLORIDA

SEP 7 1995

BSk

Examiner's Initials

**ARTICLES OF INCORPORATION**  
**OF**  
**ROYALL CONSTRUCTION OF CENTRAL FLORIDA, INC.**

FILED  
95 SEP -5 PM 3: 54  
CLERK OF THE COURT  
JACKSONVILLE, FLORIDA

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under and by virtue of the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing the formation, liability, rights, privileges and immunities of a corporations for profit.

**ARTICLE I**

The name of this corporation shall be **ROYALL CONSTRUCTION OF CENTRAL FLORIDA, INC.**

**ARTICLE II**

The general nature of the business or businesses to be transacted by this corporation shall be to carry on and undertake any business undertakings, transactions or operations commonly carried on or undertaken by capitalists, promoters, financiers, contractors, merchants, brokers, concessionaires, commissionpersons and agents; to undertake and execute any trusts the undertakings of which may seem to this corporation desirable; to use and apply its surplus earnings or accumulated profits, authorized by law, to be reserved to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner, and upon such terms as its Board of Directors shall determine; to conduct its business in other state, territories and possessions of the United

States, and in foreign countries, and to have one office, or more than one office, outside the State of Florida, except as may be otherwise provided by law: to engage in any other business or to do any and all acts and things incident to or which the Board of Directors may deem necessary to the carrying out or the success of any business outlined above.

This corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### **ARTICLE III**

The authorized capital stock of this corporation shall consist of 1000 shares of common stock at \$.10 par value. Such shares shall be of a single class. Such stock shall be fully paid and non-assessable.

Said common capital stock may be paid for in cash or may be paid for in labor or services or in real estate or in personal property at a fair valuation placed thereupon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation or any part thereof for such consideration as it may deem equivalent to or in excess of the par value thereof.

### **ARTICLE IV**

The minimum amount of capital with which this corporation shall commence business is Five Hundred and No/100 Dollars (\$500.00)

**ARTICLE V**

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

**ARTICLE VI**

The principal place of business of this corporation shall be 700 Riverbend Boulevard, Longwood, Florida 32779 with the privileges of having branch offices at any place within or without the State of Florida as the Board of Directors may deem advisable. The registered office of the corporation shall be at 700 Riverbend Boulevard, Longwood, Florida 32779. The Registered Agent and Registered office address of service of process shall be H. J. Royall, Jr. whose registered office address is 700 Riverbend Boulevard, Longwood, Florida 32779.

**ARTICLE VII**

The corporation shall have ONE (1) director initially. The number of directors may be increased or diminished from time to time by a majority vote of the directors, but shall never be less than one.

**ARTICLE VIII**

The name and post office address of the first Board of Directors of this corporation who shall hold office until their successors are chosen shall be:

<b>NAMES</b>	<b>ADDRESS</b>
H. J. Royall, Jr.	700 Riverbend Boulevard Longwood, Florida 32779

**ARTICLE IX**

The names and post office address of the officers of the corporation, who shall hold office until their successors are elected and qualified shall be:

NAME	ADDRESS
H. J. Royall, Jr. President, Secretary Treasurer	700 Riverbend Boulevard Longwood, Florida 32779

**ARTICLE X**

The name and post office address of the incorporator of these Articles of Incorporation is:

NAME	ADDRESS
H. J. Royall, Jr.	700 Riverbend Boulevard Longwood, Florida 32779

**ARTICLE XI**

In furtherance and not in limitation of the powers conferred by Statute, the corporation shall have and may exercise the following powers:

A. If the By-Laws so provide, the corporation shall have power to hold meetings, both of Stockholders and Directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

Meetings of Directors and of Stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be

construed, as prevention of any Stockholder or Director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

B. The number of Directors of the corporation shall be fixed from time to time by the By-Laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of Directors, or by death, resignation or other cause, may be filled by the Directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the Stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation in its By-Laws may confer upon the Directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the Statute.

D. It shall not be necessary for any officer of the corporation, other than the President, to be a Director of, or for any officer to be a Stockholder.

E. The annual meeting of the Stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws may provide: and the manner of calling meetings of Stockholders and Directors may be fixed by the By-Laws.

F. The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation, in the manner now or

hereafter prescribed by Statute, and all rights conferred on Stockholders herein are granted subject to this reservation.

#### **ARTICLE XII**

Each Director and Officer, in consideration of his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a Director or Officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such Director or Officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any Director or Officer may be entitled as a matter of law.

Should this paragraph be in contradiction to Florida Statutes 607.014, each Director and Officer shall receive the maximum benefits allowed under said Statute.

#### **ARTICLE XIII**

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the Directors or Officers of this corporation is or are interested in or is a member, stockholder, director, or officer, or are members, stockholders, directors, or officers of such other firm or corporation: and any Director or Officer individually or jointly, may be a party to, or may be interested in, any contract or transaction of this corporation or in

which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any Director or Directors or Officer of this corporation in a party or any parties to or interested in such contract, act or association or corporation, and each and every person who may become a Director or Officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in anyway interested.

#### ARTICLE XIV

The following provisions for the regulation of the business and for the conduct of the affairs of this corporation and for creating, dividing, limiting, and regulating the powers of this corporation, its stockholders, officers and directors, are hereby adopted as a part of these Articles of Incorporation.

A. This corporation shall have the power to include in its By-Laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any and all of its authorized or outstanding stock, or both, by any of its stockholders or their respective heirs, executors, administrators, successors or assigns, as the case may be: PROVIDED, however that no such regulatory or restrictive provisions shall affect the rights of third parties without actual knowledge thereof unless notice of such provisions shall be given upon the certificate evidencing the ownership of said stock or as provided in the By-Laws.

B. Any holder or holders of shares of the stock of this corporation may include in agreements among themselves limitations upon the transfer or assignment of



such shares, and this corporation may become a party to any such agreement or agreements.

C. This corporation shall have the power to enter into, or become a partner in, any agreement for sharing profits, union or interest, cooperation, joint-venture or otherwise, with any person, firm, corporation or any other entity now carrying on or contemplating carrying on any business which this corporation has direct or incidental authority to pursue.

D. This corporation shall have the power to amend, alter, change or appeal any provisions of these Articles of Incorporation, subsequently to be known as its Certificate of Incorporation, as from time to time amended, in form or substance when proposed and approved by its Board of Directors and approved at any meeting of the Stockholders by the holders of not less than a majority of its outstanding stock entitled to be voted.

E. The Board of Directors of this corporation shall have the power to authorize and cause to be executed mortgages and liens upon real and personal property owned, either legally or equitably, by this corporation; to fix the amount to be reserved as working capital over and above the capital stock paid in; to determine the conditions, time and places when the books of this corporation can be examined, except as otherwise conferred by statute of the State of Florida; and to sell, lease or exchange all of the property or assets essential to the business of this corporation upon such terms and conditions as a majority of the whole Board of Directors deems expedient and in the best interests of this corporation.

F. This corporation may, in its By-Laws, confer powers upon its Directors in addition to any conferred herein and in addition to the powers and authorities expressly conferred upon it by statutes of the State of Florida.

G. This corporation shall have the power to keep its books outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

H. The Directors shall receive compensation for their services as such directors in accordance with provisions set forth in the By-Laws.

I. No officer of this corporation shall be prevented from receiving a salary to be fixed by the Board of Directors by reason of the fact that such officer is also a director of this corporation, nor shall any director be precluded from voting upon the salary he is to receive as an officer of this corporation.

J. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of such other corporation is owned by this corporation, and no other act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director individually, or any corporation, partnership, proprietorship or business of which any such director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation: PROVIDED,, however, that the fact that any such director is interested in such corporation, partnership, proprietorship or business shall be disclosed or shall have been

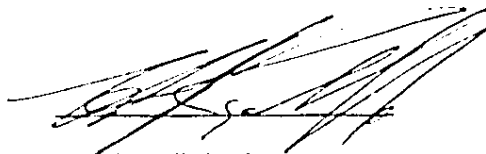
known to the Board of Directors of this corporation, or to a majority thereof; and any director of this corporation who is also director or officer of any such other corporation, or who is so interested in any such partnership, proprietorship or business may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize, confirm, ratify or approve such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested in said partnership, proprietorship or business.

K. This corporation, at the time of its organization, or any time or times thereafter, may purchase or acquire shares, stocks, bonds, debentures and other securities or obligations, or any property, real, personal or mixed, from any person or persons, corporation or corporations, or other business, commercial or industrial entity, who may be promoters, officers, or directors of this corporation, and each stockholder of this corporation shall be deemed by reason of his having become such to have waived any and all objections to such acquisitions of shares, stocks, bonds, debentures, and other securities, obligations, or property, real, personal or mixed and to have agreed that no promoter, officer or director shall be liable to account to his corporation for any profit or benefit derived by him by reason of such transaction.

L. Notwithstanding anything contained herein to the contrary if any term, covenant, provision, phrase or other element of these Articles of Incorporation is held invalid or unenforceable for any reason whatsoever, or if such term, covenants, provision, phrase or other element is held to be in contravention of any of the Florida Statutes or any other law, such holdings shall not be deemed to affect, alter, modify or impair in any

manner whatsoever, any of the term, covenant, provision, phrase or other element of these Articles of Incorporation and shall be construed in a manner, if possible, to allow it to provide for the intent of the incorporator of these Articles of Incorporation.

IN WITNESS WHEREOF, I, the undersigned, being the sole subscriber to these Articles of Incorporation, do hereby make and file this Certificate of Incorporation, and declare and certify that the facts herein stated are true, and accordingly, I have hereunto set my hand and seal at Longwood, on the 30th day of August, 1995 in the County of Seminole and State of Florida.

A handwritten signature in black ink, appearing to read "H. J. Royall, Jr.", is written over a horizontal line. The signature is somewhat stylized and overlaps the line.

H. J. Royall, Jr., Incorporator

STATE OF FLORIDA     )  
COUNTY OF SEMINOLE)

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida, to administer oaths and take acknowledgments, personally appeared H. J. ROYALL, JR., to me well known and known to me to be the person who subscribed to and signed the above and foregoing Certificate of Incorporation and being by me first duly sworn acknowledges and states that the above and foregoing Certificate of Incorporation was subscribed to for the uses and purposes therein expressed and that the fact therein are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of August, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC

Printed Name: JEANETTE ANDREWS



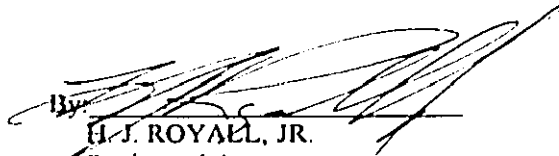
**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That ROYALL CONSTRUCTION OF CENTRAL FLORIDA, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the County of Seminole, State of Florida, has named H. J. ROYALL, JR., Registered Agent, located at 700 Riverbend Boulevard, Longwood, Florida 32779 as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

By   
H. J. ROYALL, JR.  
Registered Agent

Dated: August 30, 1995

FILED  
95 SEP -5 PM 3:54  
TALLAHASSEE, FLORIDA

**995000069060**  
**STATE OF FLORIDA**  
**OFFICE OF THE COMPTROLLER**  
**APPLICATION FOR REFUND**

Section 215.26, Florida Statutes, states in part: "Applications for refunds as provided in this section shall be filed with the Comptroller, except as otherwise provided herein, within 3 years after the right to such refund shall have accrued, else such right shall be barred." Three years is generally interpreted as meaning three years from the date of payment into the State treasury. The Comptroller has delegated the authority to accept applications for refund to the unit of State government which initially collected the money.

Pursuant to the provisions of Rule 3A-44.020, Florida Administrative Code, and Section 215.26, Florida Statutes, or Section \_\_\_\_\_, Florida Statutes, I hereby apply for a refund of moneys I paid into the State treasury, which are subject to refund. The following information is submitted to substantiate the claim.

Name: Royal Construction of Central Florida Inc EIN or SS#: 84-59-3336508  
 Address: 200 Rindbergh Blvd  
Longwood FL 32779

Amount: \$ 225 Date Paid 7-26-96

Reason for claim: 995000069060 duplicate  
payment on the AR

Certified true and correct this 2 day of September, 19 96.

Signature [Signature] President

\* Must be completed if authority is other than Section 215.26, Florida Statutes.

**For Agency Use Only**

Agency recommends approval of above claim and submits the following information to substantiate the claim: Amount of recommended refund \$ 225.

The amount requested above was originally deposited into the State Treasury, as a part of the funds deposited on State Treasurer's Receipt No. 974310044 dated 7-26-96.

Name of Account \_\_\_\_\_  
**4520213000145300000000010000**

Statutory Authority for Collection 607

It is requested that payment be made from the following account:

NAME OF ACCOUNT: \_\_\_\_\_  
**45202130001453000000022002000**

Certified true and correct this \_\_\_\_\_ day of \_\_\_\_\_, 19 \_\_\_\_\_.

Department of State, Division of Corporations \_\_\_\_\_  
 (Agency) (Authorized Signature and Title)

P95000069060

H.J. ROYALL, Jr.  
700 Riverbend Boulevard  
Longwood, FL 32779


(407) 862-2681

June 18, 1997

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

Enclosed please find Articles of Dissolution for Royall Construction of Central Florida, Inc. along with my check for \$43.75. Please forward the certificate of status to the above address.

Thank you.



H.J. Royall, Jr.

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

FILED  
97 JUL 11 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Diss  
LFT 7-15-97



## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: Royall Construction of Central Florida, Inc.

SECOND: The articles of incorporation were filed on: September 9, 1995

THIRD: (CHECK ONE)

None of the corporation's shares have been issued.

The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

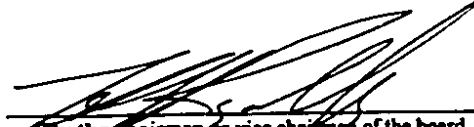
SIXTH: Adoption of Dissolution (CHECK ONE)

A majority of the incorporators authorized the dissolution.

A majority of the directors authorized the dissolution.

Signed this 17th day of June, 19 97.

Signature

  
(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

H.J. Royall, Jr.

(Typed or printed name)

Incorporator/President

(Title)

FILED  
97 JUL 11 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA