

P96000009887

TRANSMITTAL LETTER

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

FILED
JAN 31 PM 3 29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Lopedito Construction, Inc.
(Proposed corporate name - must include suffix)

EFFECTIVE DATE
1-26-96

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: Michael M. Eveland
Name (printed or typed)

12790 Automobile Blvd.

Address

Clearwater, Florida 34622-4719

City, State & Zip

813-572-7490

Daytime Telephone number

300001691203
-01/17/96--01104--011
***131.25 ***131.25

W96-1560

JAN 31 1996

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



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 22, 1996

MICHAEL M. EVELAND
12790 AUTOMOBILE BLVD.
CLEARWATER, FL 34622-4719

SUBJECT: LOPEDITO CONSTRUCTION, INC.
Ref. Number: W96000001560

We have received your document for LOPEDITO CONSTRUCTION, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 096A00002648

Certificate of Incorporation
Of
Lopedito Construction, Inc.

FILED
96 JAN 31 PM 3:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

EFFECTIVE DATE
1-26-96

Section 1. The name of this corporation is **Lopedito Construction, Inc.**

Article II

Section 1. The general nature of the business or businesses to be transacted by this Corporation, together with and in addition to those powers conferred by the laws of the State of Florida and principles of common law on corporations organized by virtue of the laws of the State of Florida, is the following:

A. To construct, repair and improve houses, buildings and improvements of any kind or character whatsoever.

B. To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation: to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidence of indebtedness payable at a specified time or times, or payable upon the happening of specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the other objects for purposes of the corporation or for any of the objects or purposes of its business; to secure the same by mortgage or mortgages, or deeds or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired: and to confer upon the holders of any debentures, bonds or other evidence of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any or preferred or common stock of the corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors: to sell, pledge or otherwise dispose of any or all

debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however to the provisions of ARTICLE III hereof.

C. To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other States, the District of Columbia, the territories, possessions and dependents of the United States, and in foreign countries, without restriction as to place or amount.

D. To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principle, agent director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner of the powers of this corporation.

Article III

Section 1. The maximum number of shares of common stock with which said corporation is authorized to have outstanding at any one time is Five Hundred (500) shares of common stock with one dollars (\$1.00) par value, the same to have voting privileges and all those privileges and rights unusual and incidental to common stock. The same are to be restricted as to sale, requiring the owner and or holder of such shares to offer the same to the corporation at book value or market value, whichever shall be higher in dollar value, and requiring the Corporation to purchase or refuse to purchase the same within thirty days (30) after receipt of such offer before the owner and/or holder of such shares can sell the same to a party other than the corporation.

Section 2. The capital stock shall be paid for by the subscribers in lawful money of the United States of America and/or services or material rendered, or in such consideration as may be fixed and determined by the board of Directors.

Article IV

Section 1. The amount of capital with which the Corporation shall begin business is One Hundred and 00/100 Dollars (\$100.00), which amount is paid in.

Article V

Section 1. This corporation shall begin existence on January 26, 1996, and shall have perpetual existence.

Article VI

Section 1. The initial post office address of the principle office of this corporation in the State of Florida is 12790 Automobile Boulevard, Clearwater, Florida 34622-4719. The registered agent for Lopedito Construction, Inc. is Sheila E. Jones, with an office at 12790 Automobile Boulevard, Clearwater, Florida 34622-4719.

Article VII

Section 1. The business of this corporation shall be conducted by a president, Vice President, Secretary and Treasurer, and a Board of Directors to be composed of not less than three (3) nor more than nine (9), which directors may, but not need be stockholders, the number to be fixed at any annual or special meeting of the stockholders. The office of the secretary and Treasurer may be held by the same person.

Article VIII

Section 1. The names and post office address of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the By-Laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected, are as follows:

Name	Title	Address
Michael M. Eveland	President & Treasurer	6808 Seagull Drive South St. Petersburg, FL 33707
Louis M. Lopedito, Jr.	Vice President & Secretary	10599 11th Avenue North Largo, Florida 34640

Article IX

Section 1. The Board of Directors shall be elected by the stockholders of the Corporation at such times and in such manner as provided by the By-Laws of the Corporation, which may authorize cumulative Voting for such Board.

Article X

Section 1. The name and post office address of such subscribers of the Certificate of Incorporation and a statement of the number of shares of stock which agrees to take are as follows:

Name

Michael M. Eveland	6808 Seagull Drive South St. Petersburg, Florida 33707	51 common \$1.00 par value shares
Louis M. Lopedito, Jr.	10599 11th Avenue North Largo, Florida 34640	49 common \$1.00 par value shares

Article XI

Section 1. Subject to the provisions of the Statutes of the State of Florida, stockholders' and directors' meetings may be held at any place designated by the stockholders or directors.

Article XII

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the corporation and creating, defining, limiting, and regulating the powers of the corporation, the directors and the stockholders.

(1) The corporation may incur any indebtedness in any amounts which, in the judgement of its Board of Directors, is to the best interest of the Corporation.

(2) The Board of Directors shall have the power and authority to establish the value at which shares of the Treasury stock of the Corporation shall be sold.

(3) The Corporation may, from time to time, enter into one or more contracts for the management and supervision of all or any part of its business by and for payment of compensation therefore to any other corporation or any joint stock company, trust firm, association or person. Any provision in such contract relating to compensation and any such contract which delegates all of the business management and/or supervision of the Corporation shall require the authorizing vote of a majority of the common stockholders of the Corporation at a meeting duly convened for this purpose.

(4) Except as otherwise provided for in this Certificate of Incorporation or by the By-Laws of this Corporation as from time to time amended, the business of the Corporation shall be managed by its Board of Directors, which shall have and may exercise all of the powers of the Corporation. The Board of Directors of the Corporation is hereby authorized and empowered from time to time in its discretion:

(a) To make and alter By-Laws of the Corporation, and shall at the time of their first meeting, make the initial By-Laws of the Corporation.

(b) To establish such reserves as they may deem necessary and in the best interest of the Corporation from the funds of the Corporation, and to set funds aside for the purpose of dividends, and to declare such dividends as may be in their opinion, justified.

(c) To cause the Corporation to incur and pay any expense necessary and/or to the best interest of the Corporation.

(d) To determine the extent, if any, to which, the time and place at which, and the conditions under which any stockholder of the Corporation may examine the books and records of the Corporation other than the original or duplicate stock ledger and any other records now or hereafter required by the Statute to be kept open for the inspection of the stockholders of the Corporation. Unless otherwise provided by statute, no stockholder shall have the right to make such examination unless expressly conferred by the Board of Directors or vote of the stockholders of the corporation.

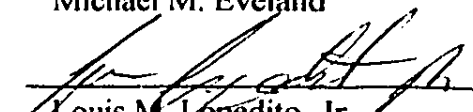
(e) Nothing contained herein shall prevent any director of the corporation or other officer from being employed as such or as an employee of any other business entity engaging in competition with this corporation, although this provision shall not permit such person to divulge trade secrets of this corporation for his own personal use or to any other person or entity.

Article XIII

Section 1. The Corporation reserves the right to amend, alter, change or repeal and Article contained in this Certificate of Incorporation in the manner prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation; and said Corporation shall have the right to issue stock certificates and replace lost or destroyed stock certificates under such terms and safeguards as may be provided by the directors.

WE, THE UNDERSIGNED, being all of the original subscribers of the capital stock of this Corporation, for the purpose of forming a corporation in pursuance of the Laws of the State of Florida, now designated as "Chapter 608, Corporations and Business Trust," of Florida Statutes 1955 and amendments thereto, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our respective hands and seals this 25 day of JANUARY, A.D. 1996.


Michael M. Eveland


Louis M. Lopedito, Jr

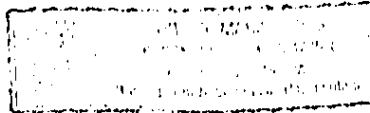
State of Florida)
County of Pinellas)

BE IT REMEMBERED that on the 25 day of January, A.D. 1996, personally appeared before me, the undersigned authority, Michael M. Eveland, one of the parties to the foregoing Certificate of Incorporation, and he severally acknowledged and declared that he did make, subscribe and acknowledge the foregoing Certificate of Incorporation as his several voluntary act and deed, that the facts herein set forth are true and correct.

GIVEN under my hand and official seal this day and year aforesaid.

Christa Marie Jones
Notary Public

My Commission Expires:



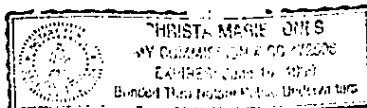
State of Florida)
County of Pinellas)

BE IT REMEMBERED that on the 25th day of January, A.D. 1996, personally appeared before me, the undersigned authority, Louis M. Lopedito, Jr., one of the parties to the foregoing Certificate of Incorporation, and he severally acknowledged and declared that he did make, subscribe and acknowledge the foregoing Certificate of Incorporation as his several voluntary act and deed, that the facts herein set forth are true and correct.

GIVEN under my hand and official seal this day and year aforesaid.

Christa Marie Jones
Notary Public

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

96 JAN 31 PM 3:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: Lopedito Construction, Inc.

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

Sheila E. Jones

(NAME)

12790 Automobile Boulevard

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

Clearwater, Florida 34622-4719

(CITY/STATE/ZIP)

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)

1-12-96
(DATE)