

# P96000010838

Charles O. Jefferson  
Requestor's Name

2027 Skyland Dr.  
Address

Tallahassee, FL 32303 386-5267  
City/State/Zip Phone #

RECEIVED  
96 FEB -5 AM 9:12  
DIVISION OF CORPORATION

Office Use Only

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

1. Brothers Investments and Enterprises, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☒ Certified Copy 300001706033  
2205796--01021--012  
\*\*\*\*122.50 \*\*\*\*122.50

☐ 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  
96 FEB -5 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

WILL  
WAIT  
*[Signature]*

**ARTICLES OF INCORPORATION  
FOR  
BROTHERS INVESTMENTS AND ENTERPRISES, INC.**

FILED  
96 FEB -5 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE I**

The name of the corporation is Brothers Investments & Enterprises, Inc.

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act .
2. To engage in any other trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to foregoing business.
3. To do such other things as are incidental to the foregoing, necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue is sixty (60). Such shares shall be of a single class and shall be without par value.

The corporation is authorized to issue only one class of stock and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

The presence at any stockholders' meeting, in person or by proxy, of persons entitled to vote is 2/3 (66.6%) of the shares of the corporation then issued and outstanding shall constitute a quorum for the transactions of business.

The following actions shall require the affirmative vote or written consent of the holders of at least 2/3 (66.6%) of the shares of the corporation:

- (1) Amendment of these articles of incorporation, to increase or decrease the authorized number of or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock.
- (2) Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.
- (3) The admittance of new members.
- (4) The removal of any stockholder of the corporation for just cause.

If during the life of this corporation one of the members of a family entity shall die or become incapacitated, the surviving family member shall assume all of the rights and duties of such deceased or incapacitated member.

If during the life of this corporation both of the members of a family entity shall die or become incapacitated, the remaining stockholders of the corporation agree to buy the corporate interest of such deceased or incapacitated member for the price and on the terms and conditions herein provide. Each family entity agrees to the sale of their corporate interest on their death or incapacity for the price and on the terms and conditions herein provided. This provision shall be binding on the executor, administrator, or personal representative of the stockholder.

For the purpose of computing the purchase price of an entity's interest in the corporation, the books of the corporation shall be deemed to be correct. The purchase price for the corporate interest of an entity, family or individual, shall be the new asset value of his or her shares of stock in the corporation.

No stockholder shall have the right to sell, assign, pledge, transfer, or otherwise dispose of any of the shares of the corporation without the first offering of such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; and be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangement for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

All investment payment shall be due or payable on or before the tenth (10th) day of each calendar month. After the fifteenth (15) day of each month all investment payments will be considered late, and a \$10.00 late fee shall be due. After 30 days from the fifteenth (15) day of each month a \$25. 00 late fee shall be due.

If investment payments are not made by a family entity for a period of two consecutive months the corporation shall have the right to purchase without consent all outstanding shares of the defaulting family for the net asset value of such shares minus any delinquent fees due the corporation.

#### ARTICLE V

The street address of the initial registered office of the corporation is 1104 Joe Louis Street and the name of its initial registered agent at such address is Kenton R. Floyd.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the corporation is three (3). The name and address of each person who is to serve as a member of the initial Board of Directors is:

Charles O. Jefferson  
Chairman of the Board

2027 Skyland Drive  
Tallahassee, FL 32303

Delbert A. Floyd  
Vice Chairman

1721 SW 82nd Terrace  
Miramar, FL 33025

Kenton R. Floyd  
Secretary & Treasurer

1104 Joe Louis Street  
Tallahassee, FL 32304

Two thirds, 66.6% percent of the authorized number of directors (or proxy) shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of 66.6% of the directors (or proxy) at a meeting at which a quorum is present shall be required to constitute any act or decision, the act or decision of the Board of Directors.

No contract or other transactions between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors or a committee thereof which authorizes, approves, or ratifies such contracts or transaction or because his or their votes are counted for such purpose if:

- (a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or
- (b) the fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent and;
- (c) the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

In witness whereof, we, the undersigned, have hereunto set our hands and seals this 5th day of February, 1996, for the purpose of forming this corporation to do business both within the State of FLORIDA, and pursuant to the Corporation Law of the State of FLORIDA, do make file in the office of the Secretary of the State of FLORIDA these articles of incorporation, and certify that the facts herein stated are true.

Charles O. Jefferson  
Charles O. Jefferson

2027 Skyland Drive  
Tallahassee, FL 32303

Cathy B. Jefferson  
Cathy B. Jefferson

2027 Skyland Drive  
Tallahassee, FL 32303

Delbert A. Floyd  
Delbert A. Floyd

1721 SW 82nd Terrace  
Miramar, FL 33025

Kim E. Floyd  
Kim E. Floyd

1721 SW 82nd Terrace  
Miramar, FL 33025

Kenton R. Floyd  
Kenton R. Floyd

1104 Joe Louis Street  
Tallahassee, FL 32304

STATE OF FLORIDA)  
COUNTY OF LEON )

FILED  
96 FEB -5 AM 9:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I HEREBY CERTIFY that on this day, before, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared (see above) to me known to be the persons described in as Subscribers and who executed the foregoing Articles of Incorporation, and acknowledged before me that they subscribed to those Articles of Incorporation.

Witness my hand and official in the County and State named above this 5 day of February A.D., 1996.

Darrell L. Lawrence  
Notary Public



DARRELL L. LAWRENCE  
MY COMMISSION # CC 246747 EXPIRES  
December 17, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

#### DESIGNATION AND ACCEPTANCE REGISTERED AGENT CERTIFICATE

STATE OF FLORIDA)  
COUNTY OF LEON )

BEFORE ME personally appeared Kenton R. Floyd to me well known and known to me to be the individual described in this Registered Agent Certificate and acknowledged before me that he is the Registered Agent for Brothers Investments and Enterprises, Incorporated, and same corporation's street address and registered office being 1104 Joe Louis Street, Tallahassee, Leon County, State of Florida, 32304.

Kenton R. Floyd  
Signature

Witness my hand and official seal in the County and State name above, this 5 day of February A.D., 1996.

Darrell L. Lawrence  
Notary Public



DARRELL L. LAWRENCE  
MY COMMISSION # CC 246747 EXPIRES  
December 17, 1996  
BONDED THRU TROY FAIR INSURANCE, INC.

DEBIT MEMORANDUM

FOR OFFICIAL USE

TO :  
DEPARTMENT OF STATE

DATE: 02/16/96 NUMBER: 10838

STATE OF FLORIDA  
OFFICE OF STATE TREASURER  
TALLAHASSEE FLORIDA

| FUND            | AMOUNT   | REASON RETURNED    | KEY # |
|-----------------|----------|--------------------|-------|
| GENERAL REVENUE | 0.00     | INSUFFICIENT FUNDS | 1     |
| TRUST           | 1,090.00 | ACCOUNT CLOSED     | 2     |
| OTHER           |          | UNCOLLECTED FUNDS  | 3     |
| TOTAL           | 1,090.00 | OTHER              | 4     |

| CROSS REF | SAMAS CODE                           | DISTRIBUTION | REASON | AMOUNT |
|-----------|--------------------------------------|--------------|--------|--------|
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 1      | 137.50 |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 1      | 122.50 |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 1      | 122.50 |
| 12        | 45-20-2-130001-45300000-00-000100-00 |              | 4      | 783.75 |

GRAND TOTAL: \$ 1,090.00

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Process Date: 02/16/96

The above named fund(s) has been reduced by the amount of this check(s) under authority of Section 215.34, F.S.

State Treasurer