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# **BROWN & KIEFER**

a partnership of Professional Associations

JOHN T. BROWN BRYAN J. KIEFER KENNETH R. FOUNTAIN 126 N.B. Eglin Parkway Ft. Walton Beach, Florida 32548

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April 2, 1996

Department of State Division of Corporations Post Office Box 6327 409 E. Gaines Street Tallahassee, Florida 32301

1 DOOD 1 768451 -04/03/96--01094--002 \*\*\*\*210.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for Clancy Company, Inc.
Destin Dune Buggies, Inc. and Precision Framing of West Florida, Inc.

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of each of the Articles of Incorporation for the above referenced corporations, together with our firm's trust account check in the amount of \$210.00 representing the filing fee.

Please return the copies of the filed Articles of Incorporation to the address noted above. Thank you for your assistance and should you have any questions concerning this matter, please do not hesitate to contact me.

Sincerely,

John T. Brown

Enclosures

clancy/secretair.fil

Will wait

FILED

96 AFR -3 PH 2: 05

SECRETARY OF STATE

TALLAHASSEE FROME

ARTICLES OF INCORPORATION

06 MR -3 PM 2:00

FOR

CLANCY COMPANY, INC.

Article I.

# Corporate Name

The name of this corporation is CLANCY COMPANY, INC.

#### Article II.

# Nature of Business and Powers

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

#### Article III.

### Capital Stock

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of one Dollar (\$1.00) per share.

#### Article IV.

### Term of Existence

This Corporation shall have perpetual existence commencing upon filing of these Articles of Incorporation.

### Article V.

### Pre-Emptive Rights

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

# Article VI.

### Registered Agent and Initial Registered and Principal Office

The Registered Agent and the street address of the initial Registered and Principal Office of this Corporation in the State of Florida shall be: Sean Clancy, 5 Shirwood Road, Fort Walton Beach, Florida 32547. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

# Article VII.

### Board of Directors

This Corporation shall have four (4) directors initially. The number of

directors may be increased or diminished from time to time by my-laws adopted by the stockholders, but shall never be less than one.

### Article VIII.

# Initial pirectors

The name of the initial directors of this Corporation and their street addresses are:

Cyril J. Clancy 209 Hawthorne Cr. Fort Walton Beach, FL 32548 Mary E. Clancy 209 Hawthorno Cr. Fort Walton Beach, FL 32548

Sean Clancy 5 Shirwood Rd. Fort Walton Boach, FL 32547 Lauren Clancy 3522 NE 174th St. #308 Miami, FL 33160

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

#### Article IX.

# Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Sean Clancy

5 Shirwood Road Fort Walton Beach, Florida 32547

### Article X.

### Cumulative Voting

Each Shareholder entitled to vote shall have a number of votes equal to the number of voting shares held by the Shareholder multiplied by the number of Directors that the Shareholder may elect. The Shareholder may cast all such votes for a single candidate or may distribute them among some or all of the candidates. The exercise of this right shall be termed cumulative voting.

# Article XI.

### <u>Amendment</u>

These Articles of Incorporation may be amended in the following manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholder's meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN MITNESS WHEREOF, the undersigned, as Incorporator and Registered Agent, has executed the foregoing Articles of Incorporation on the day of March, 1996. STATE OF FLORIDA COUNTY OF OKALOOBA I HEREBY CERTIFY that on this 2 % day of March, 1996, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared sean Clancy, who is personally known to me or who has produced the identification identified below, who is the person described in and who executed the foregoing instrument, and who after being duly sworn says that the execution hereof is his/her free act and deed for the uses and purposes herein mentioned. SWORN TO AND SUBSCRIBED before me on the day and year last aforesaid. imes To me personally known Identified by Driver's License Number issued by the State of \_ Notary Public Typed Name: INDA A. MCDONALD My Commission Expires: Commission No.: I, SEAN CLANCY, am hereby familiar with and accept the duties and responsibilities as Registered Agent for CLANCY COMPANY, INC. SEAN CLANCY Registered Agent clancy\aoi.for

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