

**P96000039516**

FILED  
96 MAY -8 PM 12:17  
STATE  
FLORIDA

Robert E. Helton  
Requestor's Name  
21090 Country Creek Drive  
Address  
Boca Raton, FL 33428  
City/State/Zip  
(407) 457-1047  
Phone #

Office Use Only

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

1. 2nd, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #) **50000017000000**  
**-04/29/96-01000-016**  
**\*\*\*122.50 \*\*\*122.50**
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 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

789,502,706,671  
W96-9312

**D. BROWN MAY - 8 1996**

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 1, 1996

ROBERT E. HELTON  
21070 COUNTRY CREEK DRIVE  
BOCA RATON, FL 33428

(407) 482-1047

SUBJECT: FYD, INC.  
Ref. Number: W96000009312

*Please note - Name has  
been changed on document*

We have received your document for FYD, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 396A00021049

ARTICLES OF INCORPORATION

OF  
~~FYD, INC.~~ *Helton-Whitesell, Inc*

The undersigned, acting as Incorporators of a corporation under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

NAME

The name of the corporation is ~~FYD, INC.~~ *Helton-Whitesell, Inc*

ARTICLE II

DURATION

The period of its duration is perpetual. Corporate existence shall commence on the date and time of the filing of these Articles of Incorporation by the Department of State.

ARTICLE III

PURPOSE

The purpose of this corporation is to engage in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV

ADDRESS

The initial post office address of the principal office of the corporation in the State of Florida is:

21090 Country Creek Drive  
Boca Raton, FL 33428

The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE V

CAPITAL STOCK

The corporation is authorized to issue one hundred (100) shares, all of one class, at \$1.00 par value.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the initial registered agent and office of this corporation is as follows:

BAILEY & TRUMBO, P.A.  
340 North Causeway  
New Smyrna Beach, Florida 32169

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This corporation shall have four (4) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law.

The names and addresses of the initial board of directors of this corporation are as follows:

Barbara Jane Whitesell  
3209 Lowson Blvd.  
Delray Beach, FL 33445

Kelly Hunter Helton  
21090 Country Creek Drive  
Boca Raton, FL 33428

Robert Edgar Helton  
21090 Country Creek Drive  
Boca Raton, FL 33428

Randy Lynn Whitesell  
3209 Lowson Blvd.  
Delray Beach, FL 33445

**ARTICLE VIII**  
**SUBSCRIBERS**

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take are as follows:

Barbara Jane Whitesell 3209 Lowson Blvd. Boca Raton, FL 33428	26 shares
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Kelly Hunter Helton 21090 Country Creek Drive Boca Raton, FL 33428	26 shares
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Robert Edgar Helton  
21090 Country Creek Drive  
Boca Raton, FL 33428

24 shares

Randy Lynn Whitesell  
3209 Lowson Blvd.  
Boca Raton, FL 33428

24 shares

#### **ARTICLE IX** **DIRECTOR'S AUTHORITY TO FIX COMPENSATION**

Directors shall have the authority to fix the compensation of the officers of the corporation.

#### **ARTICLE X** **PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares they hold at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE XI** **DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association, or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall either be void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approved such contract or transaction, or that this or their votes are counted for such purpose:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by board, a committee or the share holders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### **ARTICLE XII** **INDEMNIFICATION**

The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

#### **ARTICLE XIII** **AMENDMENT OF ARTICLES**

The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a majority vote.

#### **ARTICLE XIV** **SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

#### **ARTICLE XV** **REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

#### **ARTICLE XVI** **INFORMAL ACTION OF DIRECTORS**

If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with

the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XVII**  
**AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 25<sup>TH</sup> day of APRIL, 1996.

  
\_\_\_\_\_  
BARBARA JANE WHITESELL

  
\_\_\_\_\_  
KELLY HUNTER HELTON


  
\_\_\_\_\_  
ROBERT EDGAR HELTON

  
\_\_\_\_\_  
RANDY LYNN WHITESELL

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared BARBARA JANE WHITESELL, KELLY HUNTER HELTON, ROBERT EDGAR HELTON and RANDY LYNN WHITESELL, to me known to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 25<sup>TH</sup> day of APRIL, 1996.

  
\_\_\_\_\_  
Notary Public  
JUNE MALTER LAMP  
Printed Name of Notary Public



(SEAL)

State of Florida at Large  
My commission expires: Aug. 2, 1997

**STATE OF FLORIDA  
DEPARTMENT OF STATE**

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OR PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE  
SERVED AND NAMES AND ADDRESSES OF THE OFFICERS AND DIRECTORS.**

The following is submitted in compliance with Chapter 48.091, Florida Statutes:

~~Helton - Whitesell, Inc.~~  
**BYD, INC.**, a corporation organized (or organizing) under the laws of the State of Florida, with its principal office at 21090 Country Creek Drive, Boca Raton, Palm Beach County, Florida, has named Bailey & Trumbo, P.A., whose address is 340 North Causeway, New Smyrna Beach, Volusia County, Florida as its agent to accept service of process within this state.

INCORPORATOR:

  
**BARBARA JANE WHITESELL**

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME personally appeared BARBARA JANE WHITESELL, to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that she executed said instrument for the purposes therein expressed.

WITNESS my hand and seal this 25<sup>th</sup> day of APRIL, 1996.

  
Notary Public

JUNE MALTER LAMPL  
Printed Name of Notary Public



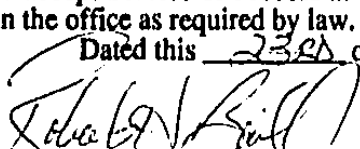
(SEAL)

State of Florida at Large:  
My commission expires: Aug. 2, 1997

ACCEPTANCE:

I AGREE as Resident Agent to accept Service of Process; to keep the office open during prescribed business hours; to post my name and any other officers of said Corporation authorized to accept Service of Process at the above Florida designated address, in some conspicuous place in the office as required by law.

Dated this 23<sup>rd</sup> day of April, 1996.

  
**ROBERT H. BAILEY, JR.** of  
**BAILEY & TRUMBO, P.A.**  
340 North Causeway  
New Smyrna Beach, FL 32169  
(904) 423-1110

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