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PRINCETON HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 978639 151857A

AUTHORIZATION

COST LIMIT : \$ 70.00

Patricia Pizant

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
56 JUN -6 4:10:20

ORDER DATE : June 6, 1996

ORDER TIME : 11:58 AM

ORDER NO. : 978639

CUSTOMER NO: 151857A

CUSTOMER: Dale W. Delaney, Esq
DALE W. DELANEY, P.A.

400001855064

Suite C-1
1212 Court Street
Clearwater, FL 34616

DOMESTIC FILING

NAME: J.J. HOLT CONSTRUCTION
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

DIVISION OF CORPORATIONS
56 JUN -6 PM 2:16

JP
6/7/96

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 JUN -6 AM 10:20

**ARTICLES OF INCORPORATION
OF
J.J. HOLT CONSTRUCTION COMPANY**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I
CORPORATE NAME**

The name of the corporation is J.J. HOLT CONSTRUCTION COMPANY.

**ARTICLE II
DURATION**

The period of its duration is perpetual.

**ARTICLE III
PURPOSE**

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

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue one thousand (1000) shares, all of one class, at \$0.01 par value.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

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

John Holt
2159 Sioux Drive
Sarasota, FL 34239

**ARTICLE VI
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

2159 Sioux Drive
Sarasota, FL 34239

**ARTICLE VII
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The name and address of the initial director of the corporation is:

Name

John Holt

Address

2159 Sioux Drive
Sarasota, FL 34239

**ARTICLE VIII
INCORPORATOR**

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

John Holt
2159 Sioux Drive
Sarasota, FL 34239

**ARTICLE IX
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI
INFORMAL ACTION OF DIRECTORS**

If a majority of 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 as part of the corporate records, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV
DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers,

or are financially interested, shall be either 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 approves such contract or transaction, or that his 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 the Board, a committee or the shareholders.

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 XVI
INFORMAL ACTION OF SHAREHOLDERS

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 4th day of ~~May~~ ^{June}, 1996.

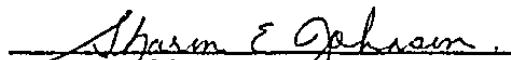


John Holt, Incorporator

STATE OF FLORIDA
COUNTY OF

Before me personally appeared on this 4th day of ~~May~~ ^{June}, 1996, John Holt, who is personally known to me or has produced a FL Dry Lic as identification, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Incorporator.

NOTARY PUBLIC


PRINT NAME: Sharon E. Johnson
State of Florida (SEAL)
Commission No.: CL532902
My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

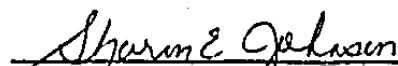

John Holt
Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 JUN -5 AM 10:20

STATE OF FLORIDA
COUNTY OF Sarasota

Before me personally appeared on this 24th day of ^{June} May, 1996, John Holt, who is personally known to me or has produced a FL Drv. Lic as identification, and who acknowledged to and before me that he executed the foregoing instrument.

NOTARY PUBLIC


PRINT NAME: Sharon E. Johnson.
State of Florida (SEAL)
Commission No.: 00532902
My Commission Expires:

