

P 96 0000 74070

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904) 224-0070  
Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
TOLL FREE No. 1-800-342-0062  
FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

to us via \_\_\_\_\_ Return via \_\_\_\_\_

Letter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

Rate Fee \$ \_\_\_\_\_ Out \$ \_\_\_\_\_

P. CHESLER SEP 6 1996

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	9/6/96		
TIME	12:00		CK No.
BY	CD		

WALK-IN Will Pick Up \_\_\_\_\_

RE: Dale Kove Construction, Inc.

	C.O. FEE	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
<input type="checkbox"/> Corp. Record Search		
<input type="checkbox"/> Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> ( ) Cert. Copy(s)		
<input type="checkbox"/> Art. of Amend. File		
<input type="checkbox"/> Dissolution/Withdrawal		
<input type="checkbox"/> O U R		
<input type="checkbox"/> Fictitious Name File		
<input type="checkbox"/> Name Reservation		
<input type="checkbox"/> Annual Report/Statement		
<input type="checkbox"/> Reg. Agent Service		
<input type="checkbox"/> Document Filing		
<input type="checkbox"/> Corporate Kit		
<input type="checkbox"/> Vehicle Search		
<input type="checkbox"/> Driving Record		
<input type="checkbox"/> Document Retrieval		
<input type="checkbox"/> UCC 1 or 3 File		
<input type="checkbox"/> UCC 11 Search		
<input type="checkbox"/> UCC 11 Retrieval		
<input type="checkbox"/> File No.'s, Copies		
<input type="checkbox"/> Courier Service		
<input type="checkbox"/> Shipping/Handling		
<input type="checkbox"/> Phone ( )		
<input type="checkbox"/> Top Priority		
<input type="checkbox"/> Express Mail Prep.		
<input type="checkbox"/> FAX ( ) pgs.		

SUBTOTALS

FEE.....	\$
DISBURSED.....	\$
SURCHARGE.....	\$
TAX on corporate supplies.....	\$
SUBTOTAL.....	\$
PREPAID.....	\$
BALANCE DUE.....	\$

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 10% per Month.

THANK YOU  
from  
Your Capital Connection

**ARTICLES OF INCORPORATION**  
**OF**  
**DALE KAYE CONSTRUCTION, INC.**  
**A Florida Corporation**

The undersigned, for the purpose of forming a corporation (the "Corporation") under the provisions of Chapter 607 of the Florida Statutes, hereby agrees to the following:

**ARTICLE I. NAME**

The name of the Corporation shall be **DALE KAYE CONSTRUCTION, INC.**

**ARTICLE II. PURPOSES**

The Corporation has been organized for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

**ARTICLE III. POWERS**

Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on corporations under the laws of the State of Florida.

**ARTICLE IV. TERM OF EXISTENCE**

The Corporation shall have perpetual existence.

PREPARED BY: John P. Higgins, Esquire  
Florida Bar Number 292575  
One Stadium Drive  
St. Petersburg, FL 33705  
(813) 825-3187

FILED  
SEP - 6 PM 1:02  
CLERK OF CIRCUIT COURT  
ST. PETERSBURG, FLORIDA

**ARTICLE V. PRINCIPAL OFFICE OF CORPORATION**

The principal office of the Corporation shall be 2064 Dolphin Boulevard South, St. Petersburg, Florida 33707.

**ARTICLE VI. MAILING ADDRESS OF CORPORATION**

The mailing address of the Corporation shall be 2064 Dolphin Boulevard South, St. Petersburg, Florida 33707.

**ARTICLE VII. REGISTERED OFFICE AND AGENT**

Section 1. The street address of the initial registered office of the Corporation shall be 2064 Dolphin Boulevard South, St. Petersburg, Florida 33707.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be **DALE KAYE**.

**ARTICLE VIII. CAPITAL STOCK AND PREEMPTIVE RIGHTS**

The authorized capital stock of the Corporation shall be 7,500 shares of common stock having a par value of \$1.00 per share. The shareholders of the Corporation shall have preemptive rights with respect to issuances of capital stock of the Corporation.

**ARTICLE IX. BOARD OF DIRECTORS**

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address are as follows:

<u>Name</u>	<u>Address</u>
Dale Kaye	2064 Dolphin Boulevard South

St. Petersburg, FL 33707

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected, removed and hold office as provided in the Bylaws.

#### **ARTICLE X. BYLAWS**

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at the organizational meeting of the Corporation held by the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### **ARTICLE XI. AMENDMENTS**

Section 1. The power to alter, amend or repeal these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be

adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in Paragraph B.1 or Paragraph B.2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

#### **ARTICLE XII. INCORPORATORS**

The name and address of the incorporator are:

Name	Address
Dale Kaye	2064 Dolphin Boulevard South St. Petersburg, Florida 33707

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida,  
the undersigned executed these Articles of Incorporation on this 3<sup>RD</sup> day of SEPT., 1996.

  
\_\_\_\_\_  
Dale Kaye, Incorporator

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

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registering agent's acceptance of that position.

1. The name of the Corporation is: **DALE KAYE CONSTRUCTION, INC.**

2. The name and address of the registered agent and office are: **DALE KAYE**  
2064 Dolphin Boulevard South  
St. Petersburg, Florida 33707

*Dale Kaye*  
Dale Kaye, Incorporator

Date: *Sept 3*, 1996

FILED  
95 SEP -6 PM 1:12  
TALLAHASSEE, FLORIDA

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:

*Dale Kaye*  
DALE KAYE

DATE: *Sept 3*, 1996

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