

896000083924

**LAW OFFICES OF JAMES P. COVEY, P.A.**

1111 S. Federal Highway, Suite 330  
Stuart, Florida 34994  
561-286-5820  
FAX 561-286-1505

664 Azalea Lane, Suite B  
Vero Beach, Florida 32963  
561-231-0006  
FAX 561-231-0422

October 2, 1996

State of Florida  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

FILED  
6 OCT -8 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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-10/09/96--01048--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: BMR Associates, Inc.

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation and Acceptance of Registered Agent for the above-referenced matter. I have also enclosed a check in the amount of \$122.50 for the filing fee.

Please file these documents as soon as possible and provide a time-stamped copy of the articles and a Certificate of Incorporation to my Stuart address. I have enclosed a copy of the articles and a pre-addressed, stamped envelope for your convenience.

Should you have any questions, please do not hesitate to call.

Sincerely,

James P. Covey

JPC/jgc  
Enclosures  
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96 OCT -8 AM 8:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION  
OF  
BMR ASSOCIATES, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. CORPORATE NAME**

The name of this corporation is: BMR ASSOCIATES, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this Corporation, is all business as 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 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV. TERM OF EXISTENCE**

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

**ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

James P. Covey  
1111 South Federal Highway, Suite 330  
Stuart, Florida 34994

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

#### **ARTICLE VI. BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

#### **ARTICLE VII. INITIAL DIRECTORS**

The names of the initial directors of this Corporation and his street address are:

Blais M. Rodriguez  
1111 South Federal Highway, Suite 330  
Stuart, Florida 34994

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and has qualified, whichever occurs first.

#### **ARTICLE VIII. INCORPORATOR**

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

James P. Covey  
1111 South Federal Highway, Suite 330  
Stuart, Florida 34994

#### **ARTICLE IX. AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stockholders 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 WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 1 day of October, 1996.

  
JAMES P. COVEY, Incorporator

STATE OF FLORIDA

COUNTY OF Indian River

BEFORE ME, a Notary Public, personally appeared JAMES P. COVEY, who [ ☒ ] is personally known to me or who [ ☐ ] has produced \_\_\_\_\_ as identification, and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on the 1<sup>st</sup> day of October, 1996.

  
Notary Public, State of Florida

Print Name: \_\_\_\_\_

Commission Number: \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

At



### ACCEPTANCE OF REGISTERED AGENT

That BMR ASSOCIATES, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 1111 South Federal Highway, Suite 330, Stuart, Florida 34994, has named James P. Covey, 1111 South Federal Highway, Suite 330, Stuart, Florida 34994, as its agent to accept service of process within this state.

#### ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.



JAMES P. COVEY

AI

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TALLAHASSEE, FLORIDA

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LAW OFFICES OF JAMES P. COVEY, P.A.

1111 S. Federal Highway, Suite 330  
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561-286-5820  
FAX 561-286-1505

664 Azalea Lane, Suite B  
Vero Beach, Florida 32963  
561-231-0006  
FAX 561-234-1422

Reply to:

Stuart

March 6, 1997

By U.P.S. Next Day Air

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, Florida 32301

800002107558--7  
-03/07/97--01093--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: BMR Associates, Inc.  
Our File No.: 737.002

Dear Sir or Madam:

Enclosed please find the original Action by Unanimous Consent in Writing by the Board of Directors of BMR Associates, Inc. Concerning Corporation Name Change, dated March 5, 1997. Also enclosed is a check in the amount of \$35.00 for the filing fee for the same. Please file this Action by Unanimous Consent as soon as possible.

Thank you very much for your assistance in this matter. Should you have any questions, please do not hesitate to call or contact me at the Stuart address shown above.

Sincerely,

*James P. Covey*

James P. Covey  
JPC/jgc  
Enclosures  
LETTER-1.WPD

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FILED  
97 MAR 25 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

March 10, 1997

James P. Covey, Esq.  
1111 S. Federal Hwy.  
Suite 330  
Stuart, FL 34994

SUBJECT: BMR ASSOCIATES, INC.  
Ref. Number: P96000083924

We have received your document for BMR ASSOCIATES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

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) 487-6908.

Steven Harris  
Corporate Specialist

Letter Number: 397A00012029

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF

BMR ASSOCIATES, INC

---

(present name)

*Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST:** Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

That the action by unanimous consent taken on March 5, 1997 is hereby adopted replacing the original name "BMR Associates, Inc.", referred to in Article I., and all other Articles wherein the former name appeared with the name 3R/Brothers, Inc. Please see attached Exhibit A.

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

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TALLAHASSEE, FLORIDA



**THIRD:** The date of each amendment's adoption: March 5, 1997

**FOURTH: Adoption of Amendment(s) (CHECK ONE)**

- ☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_ voting group"

- ☒ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 20th day of March, 19 97

Signature \_\_\_\_\_  
(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

Mario Rodriguez Mario Rodriguez  
Typed or printed name

President/Director

Title

ACTION BY UNANIMOUS CONSENT IN WRITING BY THE BOARD OF DIRECTORS  
OF BMR ASSOCIATES, INC. CONCERNING CORPORATION NAME CHANGE

BMR ASSOCIATES, INC.  
1111 South Federal Highway, Suite 330  
Stuart, Florida 34994

The undersigned, constituting the Board of Directors of BMR ASSOCIATES, INC., a Florida corporation, by Unanimous Consent in Writing pursuant to the authority contained in the Florida Business Corporation Act, Section 607.0821, Florida Statutes, without the formality of convening a meeting, do hereby severally and collectively consent to the following action of this corporation:

IT IS HEREBY RESOLVED, that BMR ASSOCIATES, INC. shall hereafter be known as 3R/BROTHERS, INC.

DATED this 5<sup>th</sup> day of MARCH, 1997.

Blair H. Lindsey  
Director and Chairman of the Board

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TALLAHASSEE, FLORIDA