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REFERENCE : 275322 7124626

AUTHORIZATION :

*Patricia Pizuto*

COST LIMIT : \$ 122.50

ORDER DATE : February 27, 1997

ORDER TIME : 10:33 AM

ORDER NO. : 275322-005

CUSTOMER NO: 7124626

CUSTOMER: Charles S. Carrere, Esq  
DAVID A. EATON, P.A.

500002100255--0

Anchor Savings Bank Building  
7301 Ninth Street North  
Saint Petersburg, FL 33702

DOMESTIC FILING

NAME: INTER-BAY MECHANICAL, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Deborah Schroder

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 FEB 27 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB 27 AM 11:57  
DIVISION OF CORPORATION

K.R. FEB 27 1997

ARTICLES OF INCORPORATION  
OF  
INTER-BAY MECHANICAL, INC.

FILED  
97 FEB 27 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION of INTER-BAY MECHANICAL, INC.,  
herein subscribed by the undersigned, a natural person, of legal  
age and competent to contract, who hereby creates, identifies, and  
otherwise commences the perpetual existence of an association under  
the Florida Business Corporation Act, Chapter 607, of the laws of  
the State of Florida.

ARTICLE 1.

Name

The name of the corporation shall be:  
INTER-BAY MECHANICAL, INC.

ARTICLE 2.

Term of Existence

This corporation shall have perpetual existence.

ARTICLE 3.

Purpose

The general nature of the business to be transacted by  
this corporation is:

- (a) manufacture, purchase or otherwise acquire, own,  
mortgage, pledge, sell, assign, transfer, or  
otherwise dispose of, and to invest in, trade in,

deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description;

- (b) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries;
- (c) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidence of indebtedness, and execute mortgages, transfers of corporate assets, or other instruments necessary to secure the payment of corporate indebtedness as required;
- (d) to purchase the corporate assets of any other corporation and engage in the same or other character of business;
- (e) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of (I) the shares of the capital stock of, or (ii) any bonds, securities, or other evidences of indebtedness created by, any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers, and privileges of

ownership, including the right to vote such stock and to perform and conduct all other business allowed by the laws of the State of Florida;

- (f) the foregoing enumeration of powers shall not be construed to limit or restrict, in any manner, the powers of this corporation to engage in any activity or business permitted under the laws of the United States and of the State of Florida, including, but not limited to, all powers and privileges enumerated and conferred upon corporations generally under Chapter 607, Florida Statutes.

#### ARTICLE 4.

##### Special Provision

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and that the corporation will file as a Subchapter S corporation.

#### ARTICLE 5.

##### Capital Stock

The maximum number of shares of stock that the corporation is authorized to maintain as outstanding on any single instance is 1000 shares of common stock, having a par value of FIVE DOLLARS (\$5.00) per share.

ARTICLE 6.

Initial Capital

The amount of capital with which the corporation shall commence business shall not be less than the sum of FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE 7.

Initial Corporate Office and Registered Agent/Address

The location of the initial corporate office where the principal business of the corporation shall be conducted, in the State of Florida, shall be:

6330 - 46th Street North, #109  
Post Office Box 1416  
Pinellas Park, FL 33780-1416

The initial registered agent and the initial registered office for service of process shall be:

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Jasper S. Scott, Jr.  
596 - 55th Avenue N.E.  
St. Petersburg, FL 33703

ARTICLE 8.

Initial Board of Directors

The corporation shall have one (1) director, initially. The number of directors may be increased or decreased from time to time, as authorized under the corporation bylaws adopted by the stockholders, but the number shall never be less than one (1).



**ARTICLE 9.**

**Initial Directors**

The name and address of the member of the first Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Jasper S. Scott, Jr.	596 - 55th Avenue N.E. St. Petersburg, FL 33703

**ARTICLE 10.**

**Initial Officers**

The corporation shall have the following officers:

President:	Jasper S. Scott, Jr.
Vice President:	Open
Secretary:	Jasper S. Scott, Jr.
Treasurer:	Open

The corporate officers shall serve at the pleasure of the shareholders and shall be chosen from time to time as circumstances may require by a majority vote of the shareholders.

**ARTICLE 11.**

**Incorporators and Stock Subscribers**

The name, address, and number of shares subscribed to the Incorporator to the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>	<u>No. of Shares</u>
Jasper S. Scott, Jr.	596 - 55th Avenue N.E. St. Petersburg, FL 33703	1000

The Incorporator certifies that the proceeds of the stock subscribed will not be less than the amount of capital stock with which the corporation shall begin business as set forth herein.

#### ARTICLE 12.

##### Indemnity of Directors and Officers

Any person(s) made a party to any action, suit or proceeding by reason of the fact that such person(s), such person(s) testator, or intestator, is or was a director, officer or employee of the corporation, or any other corporation who served as such at the request of the within corporation, shall be indemnified by the corporation against the reasonable expenses, including attorney's fees, actually and necessarily incurred in connection with any appearance therein, except in relation to matters where it shall be adjudged in such action, suit or proceeding that such officer, director or employee is liable for negligence or misconduct in the performance of corporate duties. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which any officer, director, or employee may be entitled apart from the provisions herein. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action taken in reliance and good faith upon the financial statements of the corporation represented to be correct by the president of the corporation or the officer having authority over the books of account, or certified by an independent or certified accountant to clearly reflect the financial condition

of the corporation; nor shall any director be liable if in good faith in determining the amount available for dividends or distribution such director considers the assets to be of ample value.

#### ARTICLE 13.

##### Bylaws and Stockholders Agreement

The stockholders of the corporation shall have the sole power to adopt, amend, or repeal bylaws for the management of the corporation by the Board of Directors. By stockholders' agreement or bylaws the corporation may restrict the transfer or encumbrance of any or all of the corporation's stock, including, but not limited to, the provisions for the transfer of the stock owned by retiring, disabled or deceased stockholders, or any stockholder required to sever financial interest in the corporation.

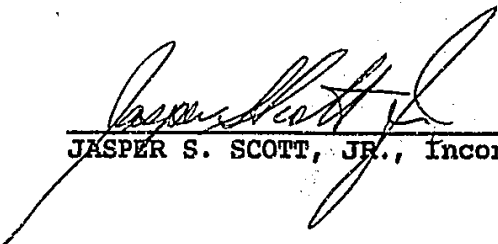
#### ARTICLE 14.

##### Amendments to the Articles of Incorporation

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed to the stockholders, and approved at a stockholders' meeting by a three-fourths (75%) majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting the intention that a certain amendment to the Articles of Incorporation be made.



IN WITNESS WHEREOF, the Articles of Incorporation have been executed, acknowledged, and approved by the undersigned Incorporators, created under the laws of the State of Florida, and forthwith submitted to the Florida Department of State, Division of Corporations, on the 26 day of February, 1997.

  
JASPER S. SCOTT, JR., Incorporator

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE THE UNDERSIGNED AUTHORITY the foregoing instrument was acknowledged by JASPER S. SCOTT, JR., as being forthwith executed freely and voluntarily for the purposes therein expressed.

SWORN TO AND SUBSCRIBED before the undersigned Notary Public on the 26th day of February, 1997.

NOTARY PUBLIC, State of Florida at Large

(Seal)

SIGN: Michelle A. Gironda

PRINT: Michelle A. Gironda

(Check one) Personally known ☒  
or Produced Identification ☐

Form of I.D. Produced (if any) \_\_\_\_\_

Notary Commission Expiration Insignia:



MICHELLE A GIRONDA  
My Commission CC281874  
Expires May, 02, 1997

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**

**FOR THE SERVICE OF PROCESS WITHIN FLORIDA,**

**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 607.0501 and 48.091, Florida Statutes, the following is submitted:

That, JASPER S. SCOTT, JR., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Pinellas Park, State of Florida, has named JASPER S. SCOTT, JR., located at 596 - 55th Avenue N.E., City of St. Petersburg, State of Florida, as agent to accept service of process within the State of Florida.

DATED the 26 day of February, 1997.

INTER-BAY MECHANICAL, INC.

By: 

JASPER S. SCOTT, JR., Incorporator

Having been named to accept service of process for the within corporation, at the place designated in the within certificate, it is hereby agreed that the undersigned shall act in said capacity, and further, that the undersigned agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties of Registered Agent.

DATED the 26 day of February, 1997.

  
JASPER S. SCOTT, JR.

CSC/mag 970217

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97 FEB 27 PM 2:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA