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ALAN MICHAEL FOODY

ATTORNEY AND COUNSELOR AT LAW

599 ATLANTIC BOULEVARD

SUITE 6

ATLANTIC BEACH, FLORIDA 32233

FILED

97 MAR 17 PM 2:08

FACSIMILE 904/247-1582

TELEPHONE 904/249-7241

MEMBER OF FL & GA BARS

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

March 14, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

800002115728--6

-03/18/97--01019--002

\*\*\*\*122.50 \*\*\*\*122.50

Re: F & S MARINE AND INDUSTRIAL SERVICES, INC.

Dear Sir/Madam:

I am enclosing an original and one copy of the Articles of Incorporation for F & S Marine and Industrial Services, Inc.

I am also enclosing, herewith, my check in the amount of \$122.50 to cover the following fees:

|                              |          |
|------------------------------|----------|
| Filing fee                   | \$ 35.00 |
| Certified Copy               | 52.50    |
| Registered Agent Designation | 35.00    |
| TOTAL                        | \$122.50 |

Please return a certified copy of the Articles of Incorporation to the undersigned.

Thank you for your courtesies and cooperation in this matter.

Sincerely yours,

*Alan Michael Foody*

ALAN MICHAEL FOODY

Enclosure

AMF/drd

FILED  
97 MAR 17 PM 2:09  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OK  
3/21/97

**ARTICLES OF INCORPORATION**

**OF**

**F & S MARINE AND INDUSTRIAL SERVICES, INC.**

**FILED**

**97 MAR 17 PM 2:09**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

I, the undersigned, hereby form a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida providing for the formation of a corporation for profit.

**ARTICLE I**

**Name and Principal Address**

The name and principal address of the corporation shall be: **F & S MARINE AND INDUSTRIAL SERVICES, INC.**, 599 Atlantic Boulevard, Suite 6, Atlantic Beach, Duval County, FL 32233.

**ARTICLE II**

**Duration**

This corporation shall have perpetual existence.

**ARTICLE III**

**Purpose**

The general purposes for which the corporation is organized are:

- a) To engage in the business of: Repairing and building ships, and general boiler repair, metal fabrication, and consultation in connection with marine and industrial projects.
- b) To transact any other lawful business for which corporations may be incorporated under the Florida General Corporations Act.
- c) To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing, including, but not limited to, the following:

- 1) To take, own, hold, deal in, mortgage, or otherwise give liens against, and to lease, sell, exchange, transfer, or in any manner whatsoever buy or dispose of real property;
- 2) To manufacture, purchase or acquire, in any lawful manner, and to hold, own, mortgage, pledge, or otherwise, give liens against, and to lease, sell, assign, exchange, transfer, or in any manner dispose of, deal and trade in and with, and to invest in goods, wares, merchandise, and property of any and every class and description.
- 3) To acquire the goodwill, rights of property of any person, firm or corporation, and the whole or any part of their assets, tangible or intangible, to pay for the said goodwill, rights, property and assets in cash, the stock of this company, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferrer; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of any business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business or businesses.
- 4) To apply for, purchase, register, or in any manner acquire and hold, own, use, operate and introduce, and sell, lease, assign, pledge or in any manner dispose of, and in any manner deal with patents, patent rights, licenses, copyrights, trademarks, trade names, and to acquire, own, use or in any manner dispose of any and all inventions, improvements and processes, labels, designs, brands, or other rights, to work, operate, or develop the same, and to carry on any business, manufacturing or otherwise, which may directly or indirectly effectuate these objects or any of them.
- 5) Without limit as to amount, to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferrable instruments and evidences of indebtedness whether secured by mortgage or otherwise, as may be permitted by the Laws of the State of Florida.
- 6) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, without restriction as to place or amount, but subject to the Laws of such state, district, territory, colony, dependency or country.

- d) In general, to carry on any other business in connection therewith, whether manufacturing, contracting or otherwise, not forbidden by the Laws of the State of Florida, and with all powers conferred upon corporations by the Laws of the State of Florida.

It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Article III of these Articles of Incorporation shall, except where otherwise specified, be nowise limited or restricted by reference to or inference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objects, purposes and powers specified in this Article and in each of the Articles or paragraphs of these Articles of Incorporation shall be regarded as independent subjects, purposes and powers, and shall not be construed to restrict, in any manner, the general powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it may be of like nature.

#### **ARTICLE IV** **Capital Stock**

The aggregate number of shares which the corporation is authorized to issue is **One Thousand (1000)** shares. Such shares shall be of a single class, and shall have a par value of One Dollar (\$1.00) per share.

All or any part of said capital stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors, and the judgment of such directions as to the value of such property, labor or services shall, in the absence of fraud, be conclusive upon the stockholders and parties dealing with the corporation. The capital stock may be issues and paid for at such time or times and upon such terms and conditions as the Board of Directors

may determine and the amount of the capital stock increased or decreased in the manner provided by law.

The initial amount of capital with which this corporation shall begin business is **One Thousand and no/100 (\$1,000.00) Dollars**, in cash.

#### **ARTICLE V** **Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI** **Initial Registered Office and Agent/Principal Office**

The street address of the initial registered office of this corporation is 599 Atlantic Boulevard, Suite 6, Atlantic Beach, FL 32233, and the name of the initial registered agent of this corporation at that address is **Alan Michael Foody**.

The street address of the corporation's principal office is 599 Atlantic Boulevard, Suite 6, Atlantic Beach, FL 32233.

#### **ARTICLE VII** **Initial Board of Directors**

This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased from time to time by the bylaws, but shall never be less than one (1), nor more than thirteen (13). The names and addresses of the initial board of directors of this corporation are:

**NAME**

**ADDRESS**

Alan Michael Foody

599 Atlantic Boulevard, Suite 6  
Atlantic Beach, FL 32233

Carlous O. Strickland

103 Trudee Lane  
Jacksonville Beach, FL 32250.

**ARTICLE VIII**  
**Officers**

The names and street addresses of the officers of this corporation, who shall hold office for the first year of the corporation's existence or until their successors are elected and have qualified, are as follows:

**NAME**

**ADDRESS**

Alan Michael Foody

599 Atlantic Boulevard, Suite 6  
Atlantic Beach, FL 32233

Carlous O. Strickland

103 Trudee Lane  
Jacksonville Beach, FL 32250.

**ARTICLE IX**  
**Subscriber**

The names and street addresses of the subscriber to these articles of incorporation is as follows:

**NAME**

**ADDRESS**

Alan Michael Foody

599 Atlantic Boulevard, Suite 6  
Atlantic Beach, FL 32233

**ARTICLE X**  
**Indemnification**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

**ARTICLE XI**  
**Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XII**  
**Corporation Business**

The business of this corporation shall be conducted by a President, one (1) or more Vice-presidents, a Secretary and a Treasurer, and such assistants as the Board of Directors may from time to time provide for, and any person may hold two or more of such offices. When stockholders who hold a majority of the stock shall be present at a meeting of this corporation, however called or notified, and shall sign a written consent thereto on the record of the meeting, the acts of such meeting shall be as valid as if legally called and notified. This corporation may prescribe and make such other provisions by proper by-laws as the corporation may desire for the regulation of the business and for the conduct of the affairs of the corporation, and any provision creating, dividing, limiting, and regulating the powers of the corporation, the Directors and Stockholders, including provisions governing the issuance of stock certificates to replace lost or destroyed stock certificates; provided such provisions are not contrary to the laws of the State of Florida.

IN WITNESS WHEREOF, the Subscriber and Incorporator has hereunto set his hand  
and seal this 14th day of March, 1997.

Alan Michael Foody  
Alan Michael Foody

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me by Alan Michael Foody, who  
is personally known to me, or who produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did/did not take an oath, who acknowledged to and before me  
that he subscribed his name to said Articles of Incorporation as the Subscriber of said  
corporation, freely and voluntarily, for the uses and purposes therein expressed, this 14th  
day of March, 1997.

Diane R. Dougherty  
Notary Public  
Printed Name: \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



Diane R. Dougherty  
MY COMMISSION # CC489994 EXPIRES  
September 5, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.



ACKNOWLEDGMENT AND ACCEPTANCE

Having been named as Registered Agent and Resident Agent to accept service of process for the above-stated corporation, I hereby accept the designation and agree to act in this capacity, and to comply with the provisions of said Act, relative to keeping said office open for business, at the above-mentioned address, city, and state.

  
ALAN MICHAEL FOODY

FILED  
97 MAR 17 PM 2:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA