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

May 2, 1997

Secretary of State Corporate Records Bureau Division of Corporations Department of State Post Office Box 6327 Tallahassee, Florida 32301

S-2-17

DIVERSE PARTY OF PH 2: 18

RE: D. F. Maynard Associates, Inc.

Dear Madam or Sir:

Enclosed for filing are an original and one copy of the Articles of Incorporation and Certificate of Resident Agent for D. F. Maynard Associates, Inc. Also enclosed is this firm's check in the amount of \$122.50, which represents the following:

Certification \$52.50 Registered Agent Fee \$35.00 Filing Fee \$35.00

It is requested that, in accordance with Florida Statute 607.167, the commencement date for corporate existence shall be May 2, 1997.

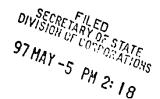
Thank you for your assistance in this matter and should you have any questions, please do not hesitate to give me a call.

Sincerely,

Howard E. Googe, Jr., Esq.

HEG/dmj Enclosures

#### ARTICLES OF INCORPORATION



**OF** 

D. F. MAYNARD ASSOCIATES, INC.

#### **ARTICLE I - NAME**

The name of this corporation is D. F. Maynard Associates, Inc..

5-2-92

#### ARTICLE II - DURATION

This corporation shall exist in perpetuity commencing on the date set forth in Article XIII of these Articles.

#### ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

#### **ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 100 shares of one dollar (\$1.00) par value stock. All of said stock may be payable in any manner authorized by law.

## **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 thereof, as nearly as may be done without issuance of fractional shares at the price it is offered to the other purchasers.

### ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

#### ARTICLE X - SHAREHOLDER QUORUM AND VOTING

A majority of the shares entitled to vote, as represented in person or proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE XI - NO REMOVAL OF DIRECTORS

The shareholders of this corporation shall not be entitled to remove any Director without cause from office during his term.

## **ARTICLE XII - INDEMNIFICATION**

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

## ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE

The commencement date of this corporation shall be May 2, 1997.

## **ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder is subject to this reservation. Any such amendment shall require the concurrence of two-thirds (2/3) of the shares entitled to vote.

## **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 401 E. Osceola Street, Suite 102, Stuart, Florida, and the name of the initial Registered Agent of this corporation at that address is Howard E. Googe, Jr., Esq.

## ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) Directors, initially. The number of Directors may be increased or diminished from time to time according to the By-Laws, but shall never be less than one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u> <u>ADDRESS</u>

Don F. Maynard 9630 Landings Drive

Port St. Lucie, Florida 34986

Kathryn Maynard 9630 Landings Drive

Port St. Lucie, Florida 34986

# **ARTICLE VIII - INCORPORATORS**

The names and addresses of the persons signing these Articles are:

NAME

**ADDRESS** 

Don F. Maynard

9630 Landings Drive

Port St. Lucie, Florida 34986

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 16th day of April, 1997.

Un 7. Maynaul DON F. MAYNARD

STATE OF FLORIDA COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 2nd day of May, 1997, by Don F. Maynard, who is personally known to me or [ ] who has produced, as identification.

Signature of Person Taking Acknowledgment

Haward E. Googe Jn.
Name of Acknowledger Typed, Printed or Stamped

OFFICIAL NOTARY SEAL HOWARD E GOOGE JR NOTARY PUBLIC STATE OF FLORIDA COMMISSION NO. CC563545 MY COMMISSION EXP. JUNE 27,2000 CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT FOR SERVICE OF PROCESS
D. F. MAYNARD ASSOCIATES, INC.

In Pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act;

That D. F. Maynard Associates, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Port St. Lucie, St. Lucie County, Florida, has appointed Howard E. Googe, Jr., Esq., 401 East Osceola Street, Suite 102, 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 stated corporation, at the place designated in this certificate, and being familiar with, I hereby accept the obligations of that position and to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 2nd day of May, 1997.

HOWARD E. GOOGE, JR. ESQ