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TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SUBJECT: Thompson Properties Construction, Inc.

I enclose an original and 1 copy(ies) of the Articles of Incorporation for the above corporation and a check in the amount of \$ 122.50.

SIGNED: Barry Thompson

From:

Barry Thompson

Name

Thompson Properties Construction, Inc.

Address

2730 US 1 South, Unit 'N', St. Augustine, FL 32086

City State Zip

(904) 797-9103

Telephone Number

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Barry Thompson
DESIGN AGENT
DATE 7-3-97
DOC NO. 122.50

7-7-97
MS

**ARTICLES OF INCORPORATION
OF
THOMPSON PROPERTIES CONSTRUCTION, INC.**

ARTICLE I- NAME

The name of the corporation shall be: THOMPSON PROPERTIES CONSTRUCTION, INC.

ARTICLE II- PRINCIPLE PLACE OF BUSINESS

The principal office and principle place of business shall be in the County of St. Johns, in the City of St. Augustine, at the following mailing address:

Thompson Properties Construction, Inc.
2730 US 1 South, Unit 'N'
St. Augustine, Florida 32086

ARTICLE III- DURATION

The duration of the Corporation's life shall be perpetual.

ARTICLE IV- CAPITAL STOCK

The total number of shares of capital stock that this corporation is authorized to have outstanding at any one time is: Five Thousand (5,000) shares divided as follows:

Up to Four Thousand (4,000) shares of common stock with voting rights; which may be issued in up to four (4) series, all with \$1.00 par value.

Up to One Thousand (1,000) shares of common stock with no voting rights, which may be issued in up to five (5) series, all with \$1.00 par value.

The Governing Board of the corporation is specifically granted by these Articles of Incorporation all powers permitted to be vested in the Governing Board of the corporation by the provisions of Florida Statutes, including, but not limited to, the powers to fix and determine the designations, rights (with respect to voting, redemption, sale, or otherwise), or preferences (with respect to dividends, assets, or otherwise), or other variations of each class or series within each class of stock issued by the corporation; to issue rights, options, or warrants to purchase share(s) of any class or series within any class of the capital stock of the corporation at any time under any terms and conditions deemed proper by said governing board; to fix dividends and to determine their proper distribution (and order of distribution) among the holders of the various classes of capital stock of the corporation if separate classes of stock are to be issued under amendment of these articles according to the Florida Statutes; to require the redemption of fractional shares of stock of any class or series and to issue payments in cash for such fractional shares of stock of any class, or to permit a holder of a fractional share to retain such interest; to permit conversion of any class or series, with any consideration deemed

97 JUL -2 PM 3:02
SECRETARY OF STATE
DIVISION OF CORPORATIONS

appropriate or with no consideration at all; to make any share belonging to a preferred class or series of stock subject to redemption at such times and prices, or issued in such series with such designations, preference, relative, participating, optional, or other special rights, or qualifications, limitations, or restrictions thereof, as shall be determined by the Governing Board. To change the form of common stock voting for the Governing Board from cumulative, which shall be the form at the outset, to be cumulative; to exchange shares, assets, or business of any other corporation, or for the assets or business of any other company, however organized; to authorize and issue dividends at any time in any form, including, but not limited to, warrants, options, or rights to purchase shares of any class or series of stock as authorized by the Governing board, cash, shares of any class or series, or ownership (however denominated) in any company or corporation "spun-off" by this corporation, with our regard to its business purpose; however organized, on any terms determined to be prudent by the Governing Board; or, within the limitations of State and federal law, to permit or restrict the freetradeability of the shares of any class or series at the time of the issuance thereof.

ARTICLE V- INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Barry R. Thompson
695 Standish Drive
St. Augustine, Fl. 32086

ARTICLE VI- INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

Barry R. Thompson
691 Standish Drive
St. Augustine, Fl. 32086

ARTICLE VII- CORPORATION POWERS

The corporation wishes to assert all possible powers exercisable by it as a corporation or as an individual under the laws of the State of Florida, including, but not limited to, any powers to create, define, limit, or regulate in any permitted area; any powers to own, trademark, patent, or governs its own name under which it may legally operate; and any powers to accrue automatically such additional or new powers as may be prescribed by any federal or State statute which may be enacted now or in the future.

ARTICLE VIII- LIABILITY OF DIRECTORS

As fully possible under the laws of the State of Florida, as they now exist and as they may from time to time be revised, the corporation intends that its Directors be protected from legal action by stockholders or other persons (natural or otherwise) on account of service as Directors of the corporation. A Director shall not be liable for damages for action of the corporation to stockholders or to any other person (natural or otherwise) unless such

Director engaged in personal fraud directly affecting such action or actions of the corporation.

ARTICLE IX- NON-ASSESSABILITY FOR CORPORATION DEBTS

After the amount of the subscription price, the purchase price, of the value of the stock of any class or series is paid into the corporation, owners or holders of shares of any stock in the corporation may never be assessed to pay the debts of the corporation.

The undersigned has executed these Articles of Incorporation this 30th day of JUNE 1997

Barry R. Thompson I hereby accept the appointment of Registered Agent and agree to act in this capacity.

Barry R. Thompson, Incorporator/Registered Agent

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97 JUL -2 PM 3:03