

P970000059499

TRANSMITTAL LETTER

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

700002235157--4  
-07/10/97--01077--015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: B L & G Design Corporation  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
7-1-97

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Charlotte A. Coughlin / Robert E. Barry  
Name (Printed or typed)

425 East Parkway Drive  
Address

Stuart, FL 34996-3201  
City, State & Zip

(561) 781-1449  
Daytime Telephone number

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

97 JUL -8 AM 8:43

FILED

NOTE: Please provide the original and one copy of the articles.

Bm 7/19/97

**ARTICLES OF INCORPORATION**  
**of**  
**B L & G DESIGN CORPORATION**

EFFECTIVE DATE  
7-1-97

*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation:*

**ARTICLE I**  
**NAME**

The name of the corporation shall be: B L & G Design Corporation.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The principal place of business and street address of this corporation shall be:

425 East Parkway Drive  
Stuart, FL 33496-3201

**ARTICLE III**  
**SHARES**

The corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE IV**  
**INITIAL REGISTERED AGENT**  
**AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Virginia P. Sherlock

Litman & Sherlock, P.A.  
1855 S. Kanner Highway  
Martin County  
Stuart, FL 34994-3204

FILED  
CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

97 JUL -8 AM 8:44

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

President:	Charlotte A. Coughlin 425 East Parkway Drive Stuart, FL 34996-2301
Vice-President:	Robert E. Barry 425 East Parkway Drive Stuart, FL 34996-2301
Treasurer:	Robert E. Barry 425 East Parkway Drive Stuart, FL 34996-2301
Secretary:	Robert E. Barry 425 East Parkway Drive Stuart, FL 34996-2301

After the initial board of directors, the number of Directors may be increased or diminished from time to time by the By-Laws of the Corporation but shall never consist of fewer than one (1) nor more than (5). Directors shall be elected in accordance with the by-laws of the corporation.

## **ARTICLE VII**

### **LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VIII**

### **EFFECTIVE DATE**

The effective date of this corporation shall be July 1, 1997.

## **ARTICLE IX**

### **OTHER PROVISIONS**

**Preemptive Rights.** The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Compliance with Securities Act. Pursuant to the Florida Securities and Investor Protection Act, the capital stock of this corporation shall in no event be offered or sold to more than five (5) purchasers as defined by Section 517.061(11) (b), Fla. Stat.; no public solicitation or advertisement shall be made regarding sale of said capital stock; and no commission or compensation shall be made to any person for the sale of said capital stock other than its purchase price from the ultimate purchaser to the seller.

## **ARTICLE X** **INCORPORATORS**

The names and addresses of the incorporators to these Articles of Incorporation are:.

Charlotte A. Coughlin  
Charlotte A. Coughlin, Incorporator  
425 East Parkway Drive  
Stuart, FL 34996-3201

7-2-97  
Date Signed

Robert E. Barry  
Robert E. Barry, Incorporator  
425 East Parkway Drive  
Stuart, FL 349963201

7-2-97  
Date Signed

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent*

Virginia P. Sherlock 7-2-97  
Date Signed