

P 97000059543

June 25, 1997

Office of the Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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-07/07/97--01154--013  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Re: MCCLELLAN & HOWELL ASSOCIATES, INC.

Enclosed please find the original and one copy of the Articles of Incorporation, which includes the designation of registered agent, together with my check in the amount of \$122.50 for filing same.

Thank you for your usual prompt attention to these matters.

Please return letter of acknowledgment to

JOSEPH L. HOWELL  
1176 VILLAGE GREEN COURT  
JACKSONVILLE, FLA. 32234

Enc.

FILED  
OFFICE OF THE SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
JUL 1 1997  
TALLAHASSEE, FLA.

6/27/97

ARTICLES OF INCORPORATION

OF

MCCLELLAN & HOWELL ASSOCIATES, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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\* \* \* \* \*

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation for profit under the laws of the State of Florida, and do hereby certify that we have become such corporation under and pursuant to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

MCCLELLAN & HOWELL ASSOCIATES, INC.

ARTICLE II

The general nature of the business to be transacted by this corporation is the installation of windows and repairs of anything related to this type of service of any nature, and to own and trade in real and personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, fraternal benefit society, state fair or exposition; and to do any and all other things or transact any and all other businesses authorized and not prohibited by the laws of the State of Florida.

### ARTICLE III

The aggregate number of shares that this corporation shall have the authority to issue is One Hundred (100) shares of common stock with a par value of \$1.00 per share. The Corporation shall have an initial issue of One Hundred (100) shares of said common stock of the corporation which shall be issued for cash or property in like value for the total amount of not less than One Hundred Dollars (\$100.00) The shares of the corporation are not to be divided into classes and the corporation is not authorized to issue shares in series.

### ARTICLE IV

The amount of capital with which this corporation shall and does hereby begin business shall not be less than One Hundred Dollars (\$100.00) which amount or property in like value shall be subscribed for and paid before this corporation shall transact any business.

### ARTICLE V

This corporation shall have a perpetual existence unless sooner dissolved according to law.

## ARTICLE VI

The initial principal office of the corporation is 190 South Lowder St., Macclenny, Florida 32063. The name of the initial Registered Agent is

Joseph L. Howell  
1176 Village Green Court  
Jacksonville, Florida 32234

## ARTICLE VII

The corporation shall have one Director initially. The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders but shall never be less than one.

Directors shall be chosen by the Stockholders of this corporation. A majority vote of the Stockholders shall be binding with regard to the business of the Corporation. Quorum requirements shall be governed by statute or as provided for in the By-Laws.

## ARTICLE VIII

The names and addresses of the first Director, The first President, the first Secretary, and the first Treasurer, who, subject to the provisions of these Articles of Incorporation, the By-Laws of this corporation, and the Laws of the State of Florida, shall hold office for the first year of the corporation's

existence, or until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Joseph L. Howell	1176 Village Green Court Jacksonville, Florida 32234	President/Treasurer
Darrel McClellan	Rt. 2 Box 3224 Hillard, Florida 32063	Vice-President/ Secretary

#### ARTICLE IX

The names and post office address of each subscriber of these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
Joseph L. Howell	1176 Village Green Court Jacksonville, Florida 32234
Darrel McClellan	Rt. 2 Box 3224 Hillard, Florida 32063

The names and addresses of the initial Stockholders of this corporation and a statement of the number of shares of stock which said Stockholders agree to take is as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Joseph L. Howell	1176 Village Green Court Jacksonville, Fla. 32210	50
Darrel McClellan	Rt. 2 Box 3224 Hillard, Florida 32063	50

## ARTICLE X

The officers of this corporation shall be a President, Secretary and Treasurer, and such other officers as may be deemed necessary and desirable by the Board of Directors.

All officers shall be chosen in such manner, hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or an Assistant Secretary of this corporation.

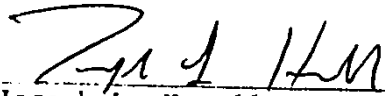
## ARTICLE XI

In the furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, alter and amend the By-Laws of this corporation; to fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed mortgages and loans upon the real and personal property of this corporation; and

If the By-Laws so provide, to designate one or more of its number to constitute an Executive Committee, which committee shall, for the time being as provided in said resolution or in in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation, and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

IN WITNESS WHEREOF, we the undersigned subscribing incorporators have hereunto set our hands and seals this 25th day of June, 1997, and for the purpose of forming this corporation under the laws of the State of Florida, have signed these Articles of Incorporation and certify that the facts herein stated are true.

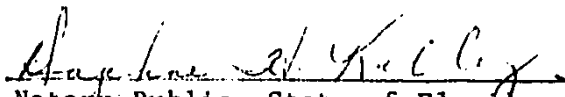
  
Joseph L. Howell

  
Darrel McClellan

STATE OF FLORIDA  
COUNTY OF BAKER

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared Joseph L. Howell known to me or having produced proper identification, as being the person described in and who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 25th day of June, 1997.

  
Notary Public, State of Florida

At Large

My Commission Expires:

OFFICIAL NOTARY SEAL  
DAPHNE H. KELLY  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC40502  
MY COMMISSION EXP. SEPT 2, 1998

STATE OF FLORIDA  
COUNTY OF BAKER

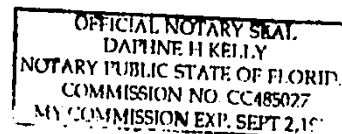
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 JUL -7 5:18:53

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized in the State and County named above to take acknowledgements, personally appeared Darrel McClellan, known to me or having produced proper identification, as being the person described in and who executed the foregoing Articles of Incorporation, and he has acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 25th day of June, 1997.

*Daphne H. Kelly*  
Notary Public, State of Florida  
At Large  
My Commission Expires:



ACCEPTANCE OF REGISTERED AGENT

STATE OF FLORIDA  
COUNTY OF BAKER

Before me, the undersigned authority, personally appeared Joseph L. Howell and hereby acknowledges his acceptance as the initial Registered Agent of McClellan & Howell Associates, Inc. with the initial corporate address of 190 South Lowder Street, MacClenny, Florida 32063, and the Registered Agent address is 1176 Village Green Court, Jacksonville, Florida 32234.

*Joseph L. Howell*  
Joseph L. Howell

Sworn to and subscribed before me  
this 25th day of June, 1997.

*Daphne H. Kelly*  
Notary Public, State of Florida  
My commission expires:

