

P97000061538




LAW OFFICES  
**MERRITT & MASON**

JOSEPH M. MASON, JR.  
DANIEL B. MERRITT, SR. 

JOHN M. KELLER  
DANIEL B. MERRITT, JR.

PROFESSIONAL ASSOCIATION  
101 SOUTH MAIN STREET  
POST OFFICE BOX 1900  
BROOKSVILLE, FLORIDA 34605-1900  
(352) 796-0793  
FACSIMILE (352) 796-0235

4080 COMMERCIAL WAY  
SUITE 13  
SPRING HILL, FLORIDA 34606-2397  
(352) 686-1028  
PLEASE REPLY TO:  
BROOKSVILLE

 Florida Bar Board Certified Marital & Family Law Specialist  
 Florida Supreme Court Certified Circuit Civil Mediator  
 Florida Supreme Court Family Law Mediator

May 29, 1997

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

500002197855--1  
-06/02/97-01097--015  
\*\*\*\*122.50 \*\*\*\*122.50

RE: Articles of Incorporation  
SUN CONSTRUCTION, Inc.

Dear Sirs:

Please find enclosed for filing, Articles of Incorporation together with a check in the amount of \$122.50 to cover the filing fee, designation of resident agent, certified copy and certificate under seal.

If any other information is needed to complete this incorporation, please advise. If you have any questions, please feel free to contact me.

*Kim gave permission  
to correct art X.  
BR 7/16/97*

Yours truly,

MERRITT & MASON, P.A.

*John M. Keller*  
John M. Keller

/jk  
Enclosures  
pc: Calvin C. Duell  
DUE05237.1t1

W97-13102

(8)

FILED  
97 JUL 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. PROCTOR JUL 16 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

June 4, 1997

JOHN M. KELLER  
MERRITT & MASON  
P.O. BOX 1900  
BROOKSVILLE, FL 34605-1900

SUBJECT: SUN CONSTRUCTION, INC.  
Ref. Number: W97000013102

We have received your document for SUN CONSTRUCTION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown  
Corporate Specialist

Letter Number: 997A00030244




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**MERRITT & MASON**

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JOSEPH M. MASON, JR.  
DANIEL B. MERRITT, SR.  

JOHN M. KELLER  
DANIEL B. MERRITT, JR.

 Florida Bar Board Certified Marital & Family Law Specialist  
 Florida Supreme Court Certified Circuit Court Mediator  
 Florida Supreme Court Family Law Mediator

July 11, 1997

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Attn: Teresa Brown/Corporate Specialist

In re: Incorporation of FLA. SUN CONSTRUCTION, INC.  
Letter No.: 997A00030244  
Ref. No.: W97000013102

Dear Ms. Brown:

This is written in reply to your letter of June 4th, 1997, a copy of which is enclosed herein as directed in the letter. Enclosed herein please find new Articles of Incorporation for FLA. SUN CONSTRUCTION, INC., in this matter. If you have any questions or need any additional information please do not hesitate to contact us, and your assistance is appreciated.

Yours truly,

  
John M. Keller

/jk  
enclosure  
DUE07087.1t1

ARTICLES OF INCORPORATION

FOR

FLA. SUN CONSTRUCTION, INC.

FILED  
97 JUL 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator(s) desire to form a general business corporation under the laws of the State of Florida and, by execution of these Articles of Incorporation, do hereby accept all of the rights, privileges, benefits, and obligations conferred and imposed by said laws, and, further, do hereby adopt these Articles of Incorporation as the Charter of the Corporation hereby organized.

ARTICLE I - NAME

Section 1.1 Designation. The Corporation shall be a corporation for profit pursuant to Chapter 607, Florida Statutes, and its name shall be:

FLA. SUN CONSTRUCTION, INC.

and said name shall be so registered with the Florida Department of State, Division of Corporations.

ARTICLE II - DURATION

Section 2.1 Perpetual Existence. The Corporation shall have perpetual existence, said perpetual existence to commence upon the filing of these Articles of Incorporation.

ARTICLE III - PRINCIPAL PLACE OF LOCATION OF CORPORATE PROPERTY  
AND CORPORATE MAILING ADDRESS

Section 3.1 Place of Business. The principal place of location of the corporation business property shall be located at 3201 Patsburg Place, Dade City, Hernando County, Florida 33525, or at such other place as may from time-to-time be specified by the Board of Directors (the Board), and with a corporate business mailing address of 3201 Patsburg Place, Dade City, Florida 33525.

Section 3.2 Mailing Address. The mailing address of the corporation is 3201 Patsburg Place, Dade City, Florida 33525, or as from time-to-time may be specified by the Board.

#### ARTICLE IV - PURPOSE

Section 4.1 Purpose. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under Chapter 607, Florida Statutes, the Florida General Corporation Act, as in effect from time-to-time, and everything necessary, proper, advisable, or convenient for the accomplishment thereof, including entering into business activities related to such purposes, and to do all other things incidental to said purposes or connected therewith that are not forbidden by the Florida corporation laws or by other law, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States, or in any foreign country, to the extent that it is not forbidden by the law of the state, territory, district, or possession of the United States, or by the foreign country.

#### ARTICLE V - OFFICERS

Section 5.1 Officers. The affairs of the Corporation shall be managed by a President, Vice-President, Secretary, Treasurer and by such other officers, as the Board may determine in its discretion to be necessary.

Section 5.2 Appointment. The procedure for appointment of the above officers shall be as specified by the Board as from time-to-time amended.

#### ARTICLE VI - CORPORATE POWERS

Section 6.1 Powers. The Corporation shall have all the powers set forth in Chapter 607, the Florida Business Corporation Act, as in effect from time-to-time, and such other powers as allowed by law.

#### ARTICLE VII - STOCK

Section 7.1 Shares. The Corporation is authorized to issue One-Thousand (1,000) shares of Capital Stock having a par value of One Dollar (\$1.00) per share payable in lawful money of the United States of America or in other property, tangible or intangible, or in labor or services actually performed for the Corporation at a just valuation to be fixed by the Board. The authorized and/or issued Capital Stock of the Corporation may at any time be increased or decreased as provided by the laws of the State of Florida. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Section 7.2 Dividends. The holders of the outstanding Capital Stock shall be entitled to receive, when and as declared by the Board, dividends payable either in cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and dividends payable in shares of the Capital Stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by the laws of the State of Florida.

Section 7.3 Classes or Series of Stock. The shares of Capital Stock of the Corporation may not be divided into either classes or series.



Section 7.4 Pre-emptive Rights. The holders of any of the shares of the Capital Stock of the Corporation shall have pre-emptive or preferential rights of subscription to any new or additional issue of:

- (a) Shares of Stock. Shares of the Capital Stock of the Corporation, regardless of whether now or hereafter authorized;
- (b) Convertible Obligations. Obligations convertible into shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized; or
- (c) Rights, Options, and Warrants. Rights, options, or warrants to purchase shares of the Capital Stock of the Corporation regardless of whether same are now or hereafter authorized.

#### ARTICLE VIII - AMENDMENT

Section 8.1 Procedure. Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the laws of the State of Florida governing Corporations, to amend, alter, modify, or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment thereto, and any rights conferred upon any stockholders are subject to this reservation.

#### ARTICLE IX - INITIAL REGISTERED AGENT AND ADDRESS

Section 9.1 Registered Agent and Address. Subject to change from time-to-time by the Board, the street address of the registered agent of this Corporation is 101 S. Main St., P.O. Box 1900, Brooksville, Hernando County, Florida 34601, and JOHN M. KELLER, Esq., shall be the initial Registered Agent of the Corporation at that address.

#### ARTICLE X - INCORPORATORS AND INITIAL BOARD OF DIRECTORS

Section 10.1 Designation. This Corporation shall have two (2) Directors initially. The number of directors may be either increased or decreased from time-to-time by action in accordance with the Bylaws of the Corporation as from time-to-time adopted or amended by the Board of Directors. The name and address of the incorporators and of the initial Directors of the Corporation, who shall serve as Directors until respective successors are elected and have qualified pursuant to the Bylaws of the Corporation, are;

1. Calvin C. Duell (President)  
3201 Patsburg Place  
Dade City, Florida 33525
2. Carey H. Duell (Vice President)  
34751 Evergreen Way  
Dade City, Florida 33525
3. Calvin C. Duell (Secretary)  
3201 Patsburg Place  
Dade City, Florida 33525
4. Calvin C. Duell (Treasurer)  
3201 Patsburg Place  
Dade City, Florida 33525

#### ARTICLE XI - INDEMNIFICATION

Section 11.1 Officers, Directors, and Employees. The Corporation, by the adoption of appropriate provisions in its Bylaws, may indemnify any officer, director, or employee of the Corporation, or any former officer, director, or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.



ARTICLE XII - BYLAWS

Section 12.1 Adoption. The Board shall have authority to make and/or adopt bylaws for the Corporation and from time-to-time to alter, amend, and/or repeal any such bylaws adopted by it.

IN WITNESS WHEREOF, the above-named individual(s) have hereunto subscribed his/their names this 11<sup>th</sup> day of July, 1997.

Calvin C. Duell  
CALVIN C. DUELL

STATE OF FLORIDA  
COUNTY OF Hernando

BEFORE ME, the undersigned authority, on the 11<sup>th</sup> day of July, 1997, in the County and State aforementioned, personally appeared CALVIN C. DUELL, the person who, first being by me duly sworn, deposed and said upon said person's oath that said person is the person described in and who executed the foregoing Articles of Incorporation, that said person executed same for the purposes therein stated, and with the intent to be thereby bound. Said person is either personally known to me or produced identification satisfactory to me (if said persons produced identification, same is described as follows: \_\_\_\_\_

Florida Driver's License  
\_\_\_\_\_).

My Commission Expires:

John Michael Keller  
(Printed Name)  
Notary Public, State of Florida  
John Michael Keller



JOHN MICHAEL KELLER  
My Commission CC494445  
Expires Oct. 01, 1999

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FLA. SUN CONSTRUCTION, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 3201 Patsburg Place, Dade City, Hernando County, Florida 33525, has named JOHN M. KELLER, Esq., located at 101 S. Main St., P.O. Box 1900, Brooksville, Hernando County, Florida 34601, as its agent to accept service of process within the State of Florida.

Signature: Calvin C. Duell  
CALVIN C. DUELL

Title: Incorporator

Date: July 11, 1997

**ACCEPTANCE OF RESIDENT AGENT**

Having been named as resident agent to accept service of process for FLA. SUN CONSTRUCTION, INC., at the place designated in these Articles, I hereby accept such designation pursuant to Section 607.0501(3), Florida Statutes, and agree to act in such capacity and further state that I am familiar with the obligations of that position, and I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as such officer.

Signature: John M. Keller  
JOHN M. KELLER, Esquire

Date: July 11, 1997

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**FILED**  
97 JUL 14 AM 9:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA