

CONTACT:

OFFICE USE ONLY (Document #)

UCC FILING & SEARCH SERVICES, INC.

(Requestor's Name)

526 EAST PARK AVENUE

(Address)

TALLAHASSEE FL 32301

(City, State, Zip)

(904) 681-6528

(Phone #)

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1 Ken Bradley Insurance Inc. 800002269088--9  
(Corporation Name) (Document #)  
-08/18/97--01003--004  
\*\*\*\*131.25 \*\*\*\*122.50

2 \_\_\_\_\_  
(Corporation Name) (Document #)

3 \_\_\_\_\_  
(Corporation Name) (Document #)

4 \_\_\_\_\_  
(Corporation Name) (Document #)

FILED  
97 AUG 18 AM 10:14  
SEC. CLERK OF STATE  
TALLAHASSEE FLORIDA

Walk In

Pick Up Time \_\_\_\_\_

Mail Out

Will Wait

Photocopy

Certified Copy

Certificate of Status

Certificate of Good Standing

ARTICLES ONLY

ALL CHARTER DOCS

Certificate of FICTITIOUS NAME

FICTITIOUS NAME SEARCH

CORP SEARCH

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R A, Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

HOLD FOR PICKUP BY UCC SERVICES

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
KEN BRADLEY INSURANCE, INC.**

FILED  
97 AUG 18 AM 10:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator to these Articles of Incorporation, a natural person competent to contract, hereby associates himself to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is **KEN BRADLEY INSURANCE, INC.**

**ARTICLE II. DURATION**

This corporation shall exist perpetually.

**ARTICLE III. PURPOSE**

This corporation is organized as a business corporation for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue One Thousand (1000) shares, all of which shall be voting common shares with a par value of \$1.00 dollar. All stock when issued shall be fully paid for and shall be nonassessable.

**ARTICLE V. PREEMPTIVE RIGHTS**

No stockholder may sell or pledge this stock to any other person, firm, or corporation who is not a stockholder in this corporation unless he first notifies the corporation in writing, by registered mail, at its address listed with the Secretary of State for service of process at least six (6) months prior to such sale or pledge, such notice offering the same stock at the same terms to the corporation or to any holder of stock in the corporation, and no such sale or pledge shall be a valid transfer upon the books of the corporation if it occurs prior to the end of the six (6) months following the notice hereby required. Provided that if the corporation and each of its stockholders has refused to purchase such stock in a writing filed with the corporation, then such sale or pledge may be made at any time. This corporation shall have and reserve the right in issuing its capital stock reserves to repurchase any share or shares from any holder of such stock whether a person, estate, trust or corporation, firms or partnership upon the approval of a resolution authorizing and directing such a purchase by the Board of Directors of this corporation, approved by a majority of the stockholders assembled in any

regular or special meeting; the owner or the holder of the stock shall be paid the full value of the stock at the time of the purchase by the corporation, such purchase price to be paid from the surplus of the corporate assets over liabilities including capital. This prohibition shall not preclude a stockholder transferring all or any part of his holdings to a family member, or to a trustee of a trust, whether living or testamentary, revocable or irrevocable, or by will without complying with the provisions of this paragraph.

The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

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

The street address of the initial registered office of this corporation is:

**1006 N. Woodland Boulevard  
DeLand, FL 32720**

and the name of the initial registered agent of this corporation at this address is:

**William C. Kelly, Jr.**

#### **ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of this corporation is:

**951 N. Volusia Avenue  
Orange City, Florida 32763**

and the mailing address of this corporation is:

**951 N. Volusia Avenue  
Orange City, Florida 32763**

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one (1). The names and addresses of the initial directors of the corporation are:

**NAME**

**ADDRESS**

Kenneth E. Bradley

951 N. Volusia Avenue  
Orange City, Florida 32763

Nancy C. Bradley

951 N. Volusia Avenue  
Orange City, Florida 32763

**ARTICLE IX. OFFICERS**

The officers of this corporation shall be a President, Vice President, Secretary, Treasurer and such other officers as the directors shall deem necessary. The names, titles and street addresses of the first officers of the corporation who shall hold office subject to the provisions of these Articles of Incorporation, the Bylaws of this corporation, and the laws of the State of Florida, for the first year of the corporation's existence or until their successors are elected and have qualified are as follows:

**PRESIDENT:**

Kenneth E. Bradley

**TREASURER/SECRETARY:**

Nancy C. Bradley

**ARTICLE X. INCORPORATOR(S)**

The name and address of the person signing these Articles is:

Kenneth E. Bradley

951 N. Volusia Avenue  
Orange City, FL 32763

**ARTICLE XI. BY-LAWS**

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

**ARTICLE XII. RESTRICTIONS ON TRANSFER OF STOCK**

If the shareholders of this corporation elect for this corporation to be taxed as a Subchapter S corporation (as that term is defined in the Internal Revenue Code) then the following provisions shall apply.

1. No stockholder shall transfer all or any part of his shares of the corporation's stock if that transfer would cause an election made by the corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void. Without

limiting the foregoing, any purported transfer will be null and void if, under the provisions of the Internal Revenue Code in effect at the time of the purported transfer:

(a) the transferee is a person ineligible to be a stockholder in an S corporation, or

(b) the number of stockholders in the corporation immediately after the transfer would exceed the maximum number an S corporation is allowed to have.

This provision is subject to more specific provisions which may be set forth within the Bylaws of this corporation.

### **ARTICLE XIII. MANAGEMENT OF CORPORATION BY BOARD OF DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors of this corporation.

### **ARTICLE XIV. POWERS**

This corporation is organized for the transaction of any and all lawful business for which corporation may be incorporated under the Florida Business Corporation Act.

### **ARTICLE XV. MEETINGS BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in general meetings of the Board of Directors by means of conference telephone as provided by law.


### **ARTICLE XVI. ACTION OF DIRECTORS WITHOUT A MEETING**

The directors of this corporation may take action by written consent, as provided by law.

### **ARTICLE XVII. AMENDMENTS**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 13<sup>TH</sup> day of August, 1997.

  
KENNETH E. BRADLEY, Incorporator

STATE OF FLORIDA

COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Kenneth E. Bradley**, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 13<sup>TH</sup> day of August, 1997.

  
Notary Public, State of Florida

DIANNE S. JENSEN

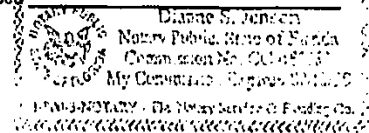
Printed/Typed Name of Notary

Commission No. CC 487565

My Commission Expires: 8-10-99

Personally Known  AND/OR Produced Identification

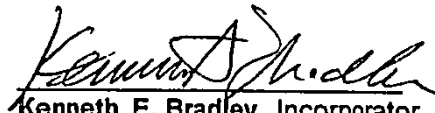
Type of Identification Produced



**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

The undersigned Incorporators of Ken Bradley Insurance, Inc., hereby designates the following individual as registered agent for this corporation:

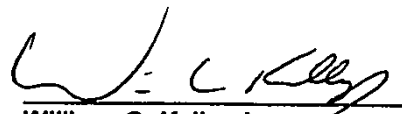
William C. Kelly, Jr.  
Post Office Box 1430  
DeLand, FL 32721-1430

  
Kenneth E. Bradley, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

The undersigned does hereby accept the designation as registered agent of Ken Bradley Insurance, Inc.

DATED this 13<sup>th</sup> day of August, A.D. 1997.

  
William C. Kelly, Jr.

97 AUG 18 AM 10:44  
FILED  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA