

Mary M. Tuggle

Requestor's Name

3908 Shelley Rd. North

Address

W. Palm Beach, Fla 33407

City/State/Zip

Phone #

300002364153--0

-12/05/97--01052--001

****124.00 ****124.00

Office Use Only

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

P97000103179

(Corporation Name)

(Document #)

2. (Corporation Name) (Document #)

3. (Corporation Name) (Document #)

4. (Corporation Name) (Document #)

☐ Walk in

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☐ Will wait

☐ Photocopy

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

FILED
TALLAHASSEE, FLORIDA

97 DEC -5 PM 3:53

CP
12-5-97

Examiner's Initials

ARTICLES OF INCORPORATION
OF

FILED

97 DEC -5 PM 3:53

Tuggle and Associates Inc.

TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the Laws of the State of Florida.

ARTICLE I
NAME

The name of this corporation shall be:

Tuggle and Associates Inc.

ARTICLE II
NATURE OF BUSINESS

The general nature of purposes of the business is from time to time to do any one or more of the acts and things herein set forth herein:

A. to provide training and development for the enhancement of employment opportunities, Life skills and Human services, including but Limited to Parental training, mentoring and Academic preparation.

B. to have perpetual succession by its corporate name unless as otherwise stated in these Articles of Incorporation.

C. to sue and be sued, complain and defend in its corporate name in all actions or proceedings.

D. to have a corporate seal, which may be altered at pleasure, and

to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any other manner reproduced.

E. to purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.

F. to sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

G. to lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141 of the Florida General Corporation Act, Chapter 607., Florida Statutes.

H. to purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

I. to make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.

J. to lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

K. to conducts its business, carry on its operations, and have offices and exercise the powers granted by this Act both within or without the State of Florida.

L. to elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

M. to make and alter By-Laws, not inconsistent with its Articles of Incorporation or with the Laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

N. to make donations for the public welfare or for charitable, scientific or educational purposes.

O. to transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

P. to pay pensions and establish pension plans, profit-sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

Q to be a partner, member, associate, or manager of any corporation, partnership, joint venture, trust or other enterprise.

R. to have and exercise all powers necessary or convenient to effect its purpose.

S. that the foregoing clauses shall be construed both as objects

and powers but not recitation, expression or declaration of specific or special powers or purposes herein enumerated shall be deemed to be exclusive; but it is hereby expressly declared that all other lawful powers not incorporated therewith are hereby included.

ARTICLE III CAPITAL STOCK

The authorized capital stock of this corporation shall be ONE THOUSAND SHARES (1,000) of common stock, each of which said shares shall have a par value of ONE DOLLAR (\$1.00). The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America, or property, labor or services at a just valuation to be fixed by the Board of Directors.

Restriction on Sale or Other Disposition of Stock

This corporation shall have the power, at its option to purchase and acquire any and all of its stock owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares, or in the event of the death of any such stockholder, upon the following terms and conditions, to wit:

(1) The stockholder desiring to sell, transfer or otherwise dispose of his stock must be given sixty (60) days' notice by registered mail of his intention to make such disposition, said notice being deemed sufficient if and when addressed to the corporation at its principal office as set forth in its charter. The corporation shall thereupon

have the option within such sixty days to purchase all such stock. The election to exercise the option shall be in writing and mailed by registered mail to the party desiring to dispose of his stock, said notice being deemed sufficient if and when addressed to said party at his address as it appears on the registry books of the corporation; or

(2) Upon the death of any stockholder of this corporation, said corporation shall have the option to purchase all the shares of the stock of said corporation owned by the decedent by serving written notice on the administrator or executor of the decedent within thirty (30) days after the qualification of such administrator or executor, said notice being deemed sufficient if and when mailed by registered mail to the address of such administrator or executor as appears in appropriate pleadings or instruments designating the same in any such probate proceedings.

(3) The purchase price in either event shall be payable in cash. The purchase price shall be a price equal to the book value of the stock purchased as of the last day of the month preceding the notice given by the stockholder desiring to sell or dispose of his stock or in case of the death of a stockholder the purchase price shall be a price equal to the book value of the stock purchased as of the last day of the month proceeding the date of death of the stockholder.

Book Value: Book value as used in this provision shall mean the book value of the corporation, as of the applicable date, as taken from the corporation's book of account, without allowance for good will,

trade names, patent, or other intangible assets, except for costs incurred by the corporation in the acquisition of such intangible assets to the extent they are reflected in the corporation's book of account. For the purpose of this provision, the books of account prepared by the corporation's regular accountant in accordance with the accounting methods, regularly employed by the corporation, shall be conclusive on all persons.

(4) If the stock aforesaid is not purchased by said corporation within the time hereinabove specified, such stockholder, or administrator or executor of such decedent stockholder, shall be free to dispose of the stock to any person whomsoever; provided however that

(5) Any such stock as is purchased, as aforesaid, by said corporation shall be divided or assigned by the then secretary of the corporation to any one or more of the remaining stockholders of said corporation, each their respective pro rata share, on the payment by such stockholders of the proportionate amount of the purchase price hereof, and upon thirty (30) days' notice to all such remaining stockholders, by registered mail, sent to each of them to the address appearing on the registry books of said corporation; but, in the event that

(6) Any such remaining stockholder declines or fails, within said thirty (30) days, to exercise the afore-described right to acquire his proportionate share of such purchased stock, then and thereupon, the other remaining stockholders shall have the right to acquire such

portion of said stock; but in the event that

(7) Any of the afore-described purchased stock is not taken and purchased by any or all of the remaining stockholders, then and thereupon the remaining stock heretofore acquired by the corporation shall become its treasury stock, to be subsequently held or reissued in any manner and under such terms as the Board of Directors may determine; and, provided further that

(8) Notification of the herein-contained restrictions as to the disposition of the stock of said corporation shall be plainly printed or written upon each certificate of stock issued by said corporation.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation will begin business shall be a minimum of ONE THOUSAND DOLLARS (\$1000.00).

ARTICLE V SUBSCRIBERS

The name and post office address of subscribers of the Articles of Incorporation, the number of shares of stock the subscribers agrees to take and the value of the consideration thereof is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Mary M. Tuggle	3908 Shelley Rd.North West Palm Beach, Fl. 33407	50	\$500.00
Phyllis Tuggle	4006 40th Way West Palm Beach, Fl 33407	50	\$500.00

ARTICLE VI
TERM OF EXISTENCE

This corporation shall have perpetual existence and succession by its corporate name.

ARTICLE VII
ADDRESS

The principal place of business of this corporation shall be located in West Palm Beach, Palm Beach County, Florida, and the principal office of the corporation shall be located at 3908 Shelley Rd. North, West Palm Beach, Florida. The Board of Directors may, from time to time, move the principal place of business to any other address in the State of Florida.

ARTICLE VIII
DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased from time to time according to By-Laws adopted by the stockholders but shall be never more than nine (9).

ARTICLE IX
INITIAL DIRECTORS AND OFFICERS

The following are the names and post office addresses of the persons who shall constitute the First Board of Directors and the officers thereof, who, subject to the provisions of these Articles of Incorporation, by the By-Laws of this corporation and the Law of the State of Florida, shall hold office for two years of the corporation's

existence, or until their successors are elected or appointed and have qualified.

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Mary M. Tuggle	3908 Shelley Rd.North West Palm Beach, Fl.33407	CEO,Treasurer And Director
Phyllis Tuggle	4006 40th Way West Palm Beach, Fl.33407	Vice President And Secretary

ARTICLE X
APPOINTMENT OF REGISTERED RESIDENT AGENT

That the undersigned subscriber does hereby appoint Marnie Washington Kendall., whose registered office is located at 141 South Main Street,Suite 211, Belle Glade, Florida 33430, County of Palm Beach, State of Florida, as the corporation's registered agent to accept service of process within this state.

ARTICLE XI
AMENDMENTS

These Articles may be amended by the stockholders as provided in the By-Laws of the Corporation.

IN WITNESS WHEREOF, the undersigned subscriber to these Articles of Incorporation have hereunto affixed his hand and seal as on the date hereinafter written.

Dated: Mary M. Tuggle

12-4-97
Mary M. Tuggle

97 DEC -5 PM 3:56
FILED
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements, personally appeared, MARY M. TUGGLE, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the uses and purpose therein stated.

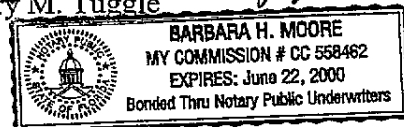
WITNESS my hand and official seal in the County and State aforesaid, this 30th day of October, 1997.

Barbara H. Moore
Witness

Phyllis A. Tuggle
Witness

Barbara H. Moore
Notary Public

Mary M. Tuggle
Mary M. Tuggle



STATE OF FLORIDA

COUNTY OF PALM BEACH

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgements, personally appeared, PHYLLIS TUGGLE, to me known to be the person described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that she executed the same for the uses and purpose therein stated.

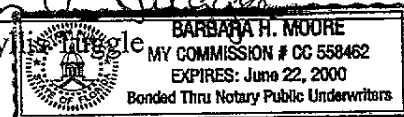
WITNESS my hand and official seal in the County and State aforesaid, this 30th day of

October, 1997.

Barbara H. Moore
Witness
Phyllis A. Tuggle
Witness

Barbara H. Moore
Notary Public

Phyllis A. Tuggle
Phyllis A. Tuggle



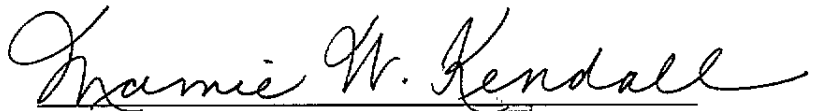
**CERTIFICATE DESIGNATING PLACE OF BUSINESS DOMICILE FOR THE SERVICE
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE
SERVED.**

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance
with said Act:

First that Rimes, Inc., desiring to organize under the laws of the State of Florida with its
principal office, as indicated in the Articles of Incorporation at the City of Belle Glade, County of
Palm Beach, State of Florida, has named MAMIE WASHINGTON KENDALL, ESQUIRE, located
at 141 S. Main Street, Suite 211, Belle Glade, County of Palm Beach, State of Florida, as its agent
to accept service of process within this State.

ACKNOWLEDGEMENT: (Must be signed by designated agent)

Having been named to accept service of process for the above stated corporation, at place
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the
provision of said Act relative to keeping open said office.



Mamie Washington Kendall
(Resident Agent)

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CLERK OF STATE
TALLAHASSEE, FLORIDA