



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, FL 32301
(850) 681-6528

HOLD

**FOR PICKUP BY
UCC SERVICES**

OFFICE USE ONLY (Document #)

631226

500002365815--1
-12/08/97--01115--005

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): ****131.25 ****131.25

Maguire Pearson Salvage

☐ Walk In

☐ Pick Up Time

☐ Mail Out

☐ Will Wait

☐ Photocopy

RUSH

☒ Certified Copy

☐ Certificate of Status

☒ Certificate of Good Standing

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

RECEIVED
97 DEC 8 PM 2:07
DIVISION OF CORPORATION

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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

Ordered By: K. Rolfe

Date: DEC 10 1997

K. Rolfe **DEC 10 1997**

FILED
97 DEC 10 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12.17/97

Fixed Service IV per
E. Channing Codrigan, Esq.



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

December 8, 1997

UCC FILING & SEARCH SERVICES, INC.
526 EAST PARK AVE
TALLAHASSEE, FL 32301

SUBJECT: MAGUIRE PEARSON SALVAGE, INC.
Ref. Number: W97000027390

*collected
12/10/97*

We have received your document for MAGUIRE PEARSON SALVAGE, INC. and your check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the original and one copy of 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 (850) 487-6932.

Kimberly Rolfe
Document Specialist

Letter Number: 897A00057844

RECEIVED
97 DEC 10 AM 10:23
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32301

ARTICLES OF INCORPORATION
OF
MAGUIRE PEARSON SALVAGE, INC.

FILED
97 DEC 10 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporators to these Articles of Incorporation, natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida, to be effective as of the 5th day of December, 1997.

ARTICLE I. NAME

The name of this corporation is **MAGUIRE PEARSON SALVAGE, 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 ^{Ten} ~~One~~ Thousand (10,000) 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

At any time a stockholder offers to purchase from another stockholder, any shares at a designated price per share, if the offeree does not wish to sell his shares, the offeree shall have the right to purchase shares from the offeror at the same designated price. 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,

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: **Michael C. Maguire**

TREASURER/SECRETARY: **William a. Pearson**

ARTICLE X. INCORPORATORS

The name and address of the persons signing these Articles are:
Michael C. Maguire - 142 Floyd Ave., Lake Mary, FL 32746
William A. Pearson - P.O. Box 324 - Lake Helen, FL 32744

ARTICLE XI. BYLAWS

The power to adopt, alter, amend or repeal Bylaws 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.

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:

**Landis, Graham, French, Husfeld, Sherman & Ford, P.A.
145 E. Rich Ave.
DeLand, FL 32724**

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

Edwin Channing Coolidge, Jr.

ARTICLE VII. PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office of this corporation is:

**142 Floyd Ave.
Lake Mary, FL 32746**

and the mailing address of this corporation is:

**P.O. Box 324
Lake Helen, FL 32744**

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

Michael C. Maguire

**142 Floyd Ave.
Lake Mary, FL 32746**

William A. Pearson

**P.O. Box 324
Lake Helen, FL 32744**

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 5th day of December, 1997.


MICHAEL C. MAGUIRE, Incorporator


WILLIAM A. PEARSON, 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 **Michael C. Maguire**, 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 5th day of December, 1997.

Frances R. Garrard

Notary Public, State of Florida

FRANCES R. GARRARD

Printed/Typed Name of Notary

Commission No. _____

My Commission Expires: _____

Personally Known _____ AND/OR Produced Identification _____

Type of Identification Produced _____



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 **William A. Pearson**, 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 5th day of December, 1997.

Frances R. Garrard

Notary Public, State of Florida

FRANCES R. GARRARD

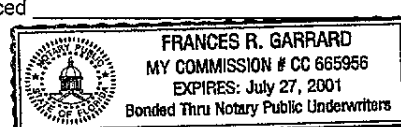
Printed/Typed Name of Notary

Commission No. _____

My Commission Expires: _____

Personally Known _____ AND/OR Produced Identification _____

Type of Identification Produced _____



DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

The undersigned incorporators of **MAGUIRE PEARSON SALVAGE, INC.**, hereby designates the following individual as registered agent for this corporation:

**Edwin Channing Coolidge, Jr.
Landis, Graham, French, Husfeld, Sherman & Ford, P.A.
145 E. Rich Ave.
DeLand, FL 32724**

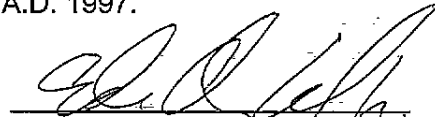

MICHAEL C. MAGUIRE, Incorporator


WILLIAM A. PEARSON, Incorporator

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the designation as registered agent of **MAGUIRE PEARSON SALVAGE, INC.**

DATED this 5th day of December, A.D. 1997.


Edwin Channing Coolidge, Jr.

FILED
97 DEC 10 PM 12:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA