

P98000021830

Theodore M. Washington  
Requestor's Name

2079 Longfellow Ct  
Address

Orlando, FL 32818 407-291-7164  
City/State/Zip Phone #

FILED

98 MAR -9 PM 12: 06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

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

1. Rhino Construction Engineering, Inc.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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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

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DIVISION OF CORPORATION

P. Hall MAR - 9 1998

Examiner's Initials

**ARTICLES OF INCORPORATION**

**OF**

**RHINO CONSTRUCTION ENGINEERING, INC.**

**FILED**

**98 MAR -9 PM 12:06**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

**THE UNDERSIGNED** subscriber to these **ARTICLES OF INCORPORATION**, being a natural person competent to contract, does hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I NAME**

**THE NAME** of the corporation shall be **RHINO CONSTRUCTION ENGINEERING, INC.**

**ARTICLE II PURPOSE**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock, each share having a par value of One Dollars (\$1.00).

**ARTICLE IV REGISTERED OFFICE**

**THE INITIAL** registered office of the corporation shall be at 2079 Longfellow Court, Orlando, Florida, 32818. The shareholders may from time to time designate such other post office address and place for the registered office of this corporation as it may see fit. The Registered Agent for the corporation shall be Theodore M. Washington, at 2079 Longfellow Court, Orlando, Florida 32818.

**ARTICLE V SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code

and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE VI      TERM OF EXISTENCE**

This corporation shall exist perpetually.

#### **ARTICLE VII      LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for their services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against them by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### **ARTICLE VIII      SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of themselves or any firm, association or corporation in which they may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he/she is also a director of such subsidiary or corporation.

This corporation shall have a minimum of two directors. The initial Board of Directors shall consist of:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Theodore M. Washington	President Treasurer	2079 Longfellow Ct. Olando, Florida 32818
Gail L. Washington	Vice President Secretary	2079 Longfellow Ct. Orlando, Florida 32818

#### ARTICLE IX SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder Name</u>	<u>Number of Shares</u>
Theodore M. Washington	70
Gail L. Washington	30

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which also includes the Corporation as a party.

#### ARTICLE X INCORPORATORS

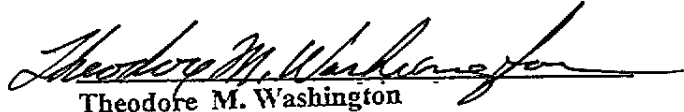
THE NAME and street address of the subscribers of these Articles are:

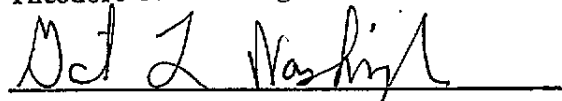
<u>NAME:</u>	<u>ADDRESS:</u>
Theodore M. Washington	2079 Longfellow Ct. Olando, Florida 32818
Gail L. Washington	2079 Longfellow Ct. Orlando, Florida 32818

#### ARTICLE XI AMENDMENT

THIS CORPORATION reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholder is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the capital stock herein before named, have hereunto set their hands and seals on this 5 day of January 1998 for the purpose of forming this corporation to do business both within and without the State of Florida, do make and file in the Office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true.

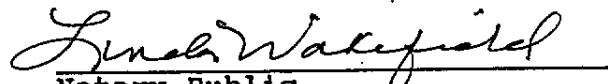
  
Theodore M. Washington

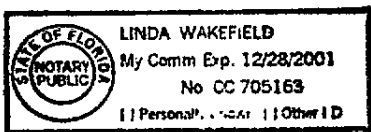
  
Gail L. Washington

STATE OF FLORIDA }  
                              } ss.  
COUNTY OF ORANGE }

BEFORE ME, personally appeared Theodore M. Washington  
Gail L. Washington and by production of a picture identification,  
ID# W252-813-60-086-0, ID# W252-292-63-552, who, after  
being duly cautioned and sworn, deposes and states that they are  
the individuals described in the above and whom executed the  
foregoing Articles of Incorporation, and acknowledged before me  
that they executed the same for the purpose therein expressed, on  
this 5 day of January 1998.

(SEAL)

  
Notary Public  
State of Florida  
My Commission Expires:



DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT

FILED

98 MAR -9 AM 12:06

The following is submitted in compliance with the laws of the State of Florida. RHINO CONSTRUCTION ENGINEERING, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 2079 Longfellow Court, Orlando, Florida, 32818, has named Theodore M. Washington, whose address is 2079 Longfellow Court, Orlando, Florida, 32818, as its Agent to accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

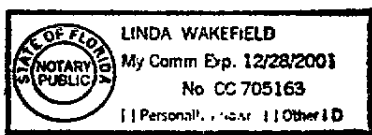
Registered Agent:


  
Theodore M. Washington

STATE OF FLORIDA }  
                              } ss.  
COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, this day personally appeared Theodore M. Washington, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 5 day of January 1998



  
Notary Public  
State of Florida  
My Commission Expires:

(SEAL)