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THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 740241 7111253

AUTHORIZATION :

COST LIMIT : \$ ~~PREPAID~~ 131.25

ORDER DATE : March 13, 1998

ORDER TIME : 11:25 AM

ORDER NO. : 740241-005

CUSTOMER NO: 7111253

CUSTOMER: Sylvia E. Heldreth, Esq
SYLVIA E. HELDRETH, ESQ

804 S. E. 47th Terrace

Cape Coral, FL 33904

600002456866-13

DOMESTIC FILING

NAME: HADLEY ENTERPRISES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
XX CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 1:58

RECEIVED
98 MAR 13 PM 1:22
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION
OF
HADLEY ENTERPRISES, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 MAR 13 PM 1:58

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be HADLEY ENTERPRISES, INC.

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

Article V

The mailing address and the principal place for the transaction of its business shall be 2604 S.W. 52ND Terrace, Cape Coral, in the State of Florida 33914. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VI

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

Article VII

The initial Board of Directors shall consist of one (1) member, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Robert Hadley
2604 S.W. 52nd Terrace
Cape Coral, FL 33914

Paul E. Hadley
1007 Marlin Lake Circle
Sarasota, FL 34232

Suzanne Hadley
2604 S.W. 52nd Terrace
Cape Coral, FL 33914

Claudia Giron Hadley
1007 Marlin Lake Circle
Sarasota, FL 34232

Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

Robert Hadley, President
2604 S.W. 52nd Terrace
Cape Coral, FL 33914

Paul E. Hadley, Vice President
1007 Marlin Lake Circle
Sarasota, FL 34232

Claudia Giron Hadley, Secretary
1007 Marlin Lake Circle
Sarasota, FL 34232

Suzanne Hadley, Treasurer
2604 S.W. 52nd Terrace
Cape Coral, FL 33914

Article IX

The name and post office address of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

Robert Hadley 25 Shares
2604 S.W. 52nd Terrace
Cape Coral, FL 33914

Suzanne Hadley 25 Shares
2604 S.W. 52nd Terrace
Cape Coral, FL 33914

Paul E. Hadley 25 Shares
1007 Marlin Lake Circle
Sarasota, FL 34232

Claudia Giron Hadley 25 Shares
1007 Marlin Lake Circle
Sarasota, FL 34232

Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article XI

The street address of the initial registered office of this corporation is 2604 S.W. 52nd Terrace, Cape Coral, FL 33914, and the name of the initial registered agent of this corporation at that address is Robert Hadley.

Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XV

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

Article XV

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, FL, this 5th day of March, 1998.

Robert E. Hadley (Seal)
Robert Hadley

Suzanne Hadley (Seal)
Suzanne Hadley

Paul E. Hadley (Seal)
Paul E. Hadley

Claudia Giron Hadley (Seal)
Claudia Giron Hadley

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 5th day of March, 1998 by Robert Hadley and Suzanne Hadley, who are personally known to me or who has produced Florida driver licenses identification, who did/did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that they made and executed said certificate for the use and purposes therein expressed.

RITA M. AUGHEY Rita M Aughey
Print Name:
Notary Public

My commission expires:



"OFFICIAL SEAL"
Rita M. Aughey
My Commission Expires 7/1/98
Commission #CC 379162

STATE OF FLORIDA
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 5th
day of March, 1998 by Paul E. Hadley and Claudia Giron
Hadley, who are personally known to me or who has produced
Florida driver license as
identification, who did/did not take an oath and who made and
subscribed to the foregoing Articles of Incorporation, and
certifies and acknowledges that they made and executed said
certificate for the use and purposes therein expressed.

Rita M. Aughey
Print Name: RITA M. AUGHEY
Notary Public

My Commission Expires: ..



"OFFICIAL SEAL"
Rita M. Aughey
My Commission Expires 7/1/98
Commission #CC 379162

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

First That HADLEY ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Cape Coral, County of Lee, State of Florida, has named Robert Hadley, located at 2604 S.W. 52nd Terrace, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

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.

By: Robert E Hadley
Robert Hadley
Registered Agent

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