# P98000p34619

Requestor's Name		
ROM: (PLEASE PRINT) PHONE 904 496-3999  DANIEL A. DUKES: P.O. BOX 55  LAKE BUTLER, FL 32054  CORPORATION NAME(S) & DOCUMENT NUI		300002488363
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Examiner's Initials



#### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 8, 1998

DANIEL A. DUKES P.O. BOX 55 LAKE BUTLER, FL 32054

SUBJECT: PRECISION GEOMATICS, INC.

Ref. Number: W98000007878

We have received your document for PRECISION GEOMATICS, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$70.00.

The corporate fees are as follows:

#### **CORPORATIONS FILING FEES**

Profit and NonProfit Florida & Foreign Corp.

Filing Fees \$35.

Registered Agent
Designation \$35.
Certifed Copy \$52.50
Total Fee Due \$122.50

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

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) 487-6924.

Sharon Tala Document Specialist Supervisor

Letter Number: 398A00018771

## ARTICLES OF INCORPORATION

**OF** 

## PRECISION GEOMATICS, INC.

DIVISION OF CORPORATIONS
OR APR 15 AM 10: 15

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

## ARTICLE I

#### Name

The name of this corporation shall be PRECISION GEOMATICS, INC.

### ARTICLE II

## Term of Existence

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

### ARTICLE III

## Nature of Business

This corporation is organized for the following purposes:

- (a) To engage in the operation of a full service land surveying and mapping company.
- (b) To engage in any and all lawful business.

## ARTICLE IV

#### Powers 1

The corporation shall have power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions and proceedings.
- (c) 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.
- (d) 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.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) 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.

- (h) To make contracts and guaranties 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, franchises, and income.
- (i) 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.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- (k) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (I) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the corporation.
- (m) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) 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 of its subsidiaries.
- (p) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
  - (q) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE V

## Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of 10.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than twenty-five persons. Stock shall be issued and transferable only to natural persons who are not nonresident aliens.

#### ARTICLE VI

# Initial Registered Office and Agent

The street address of the initial registered office is, 250 SW 9th Avenue, Lake Butler, Florida 32054, and the name of its initial registered agent at such address is Daniel A. Dukes.

### ARTICLE VII

#### **Directors**

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time by bylaws of the corporation, provided that the corporation shall always have at least one director. The name and street address of the initial director of this corporation, who shall serve until his successors are duly elected and qualified is:

Name

Address

Daniel A. Dukes

Post Office Box 55

Lake Butler, Florida 32054

#### ARTICLE VIII

#### **Incorporator**

The name and address of the incorporator signing these Articles of Incorporation is:

Name

Address

Daniel A. Dukes

Post Office Box 55 Lake Butler, Florida 32054

### ARTICLE IX

## Corporate Address

The corporation's initial principal office address is: 250 SW 9 th Avenue, Lake Butler, Florida 32054.

#### ARTICLE X

## **Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors of this corporation.

## ARTICLE XI

### Indemnification

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was a director, officer, employee or agent of the corporation, against expenses (including attorney's fees), judgments, fines and amounts paid in connection with

such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any bylaw, agreement, vote of shareholders or otherwise.

### ARTICLE XII

## Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

### ARTICLE XIII

## Removal of Directors

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal, upon majority vote.

## ARTICLE XIV

## <u>Amendment</u>

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 7th day of April 1998.

DANIEL A. DUKES

#### STATE OF FLORIDA

#### COUNTY OF UNION

I HEREBY CERTIFY that on this day, before me a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared DANIEL A. DUKES, personally known to me to be the person described as the incorporator herein and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to those Articles of Incorporation.

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

(Notarial Seal)

Notary Public, State of Florida

My Commission Expires:

REGINA H. PARRISH
MY COMMISSION # CC 338812
EXPIRES: December 29, 1997
Borced Thru Notary Public Underwriters

Regina H. Rannish Clark of Cincurt Court

# ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: April 7, 1998

DANIEL A. DUKES

OB APR 15 AM 10: 15