

998000051848

DONALD L. BASS  
7166 S.E. OSPREY STREET  
HOBE SOUND, FLORIDA 33455

(561) 546-6620  
FAX (561) 546-5637

June 1, 1998

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32301

Re: Michael W. Brooks, Inc.

Dear Sir

Enclosed are the Articles of Incorporation for the above named corporation.

Also, enclosed is a check payable to the "Secretary of State" in the amount of \$ 122.50 to cover the cost of incorporation.

If any further information is needed, please contact me directly.

Very truly yours

*Donald L. Bass*

Donald L. Bass  
Registered Agent

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-06/08/98--01086--017  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
98 JUN -8 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TA-6/10/98

ARTICLES OF INCORPORATION

OF

MICHAEL W. BROOKS, INC.

THE UNDERSIGNED ESTABLISHES THE FOLLOWING FOR THE PURPOSES OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE STATE OF FLORIDA PROVIDING FOR THE FORMATION, LIABILITY, RIGHTS, PRIVILEGES AND IMMUNITIES OF A CORPORATION FOR PROFIT.

ARTICLE I

THE NAME OF THIS CORPORATION SHALL BE:

MICHAEL W. BROOKS, INC.

THE PRINCIPAL OFFICE ADDRESS IS: 2130 N.E. RUSTIC WAY, JENSEN BEACH, FL 34957 AND THE MAILING ADDRESS IS P.O. BOX 2872, STUART, FL 34995-2872.

ARTICLE II

THIS CORPORATION IS ORGANIZED FOR THE FOLLOWING PURPOSES:

- (A) TO CARRY ON THE BUSINESS OF PROVIDING THE SERVICES OF A TILE AND MARBLE CONTRACTOR TO THE GENERAL PUBLIC. ALSO, CONSULTATION AS NEEDED OR REQUESTED.
- (B) FOR THE PURPOSE OF TRANSACTING ANY AND ALL LAWFUL BUSINESS; EXCEPT THAT IT IS NOT TO CONDUCT A BANKING, SAFE DEPOSIT, TRUST, INSURANCE, SURETY, EXPRESS, RAILROAD, CANAL, TELEPHONE, TELEGRAPH OR CEMETERY COMPANY, A SAVINGS AND LOAN ASSOCIATION, FRATERNAL BENEFIT SOCIETY OR STATE FAIR EXPOSITION.
- (C) TO DO ANY AND EVERYTHING PERTINENT TO THE ABOVE.

ARTICLE III

THIS CORPORATION IS AUTHORIZED TO ISSUE 10 SHARES OF ONE DOLLAR ( \$1.00) PAR VALUE STOCK.

ARTICLE IV

EVERY SHAREHOLDER, UPON THE SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION OF THE SAME KIND, CLASS OR SERIES AS THAT WHICH HE ALREADY HOLDS, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO-RATA SHARE THEREOF (AS NEARLY AS MAY BE DONE WITHOUT THE ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

ARTICLE V

CORPORATE DURATION

THIS CORPORATION SHALL HAVE PERPETUAL DURATION UNLESS SOONER DISSOLVED BY LAW.

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TALLAHASSEE, FLORIDA

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS 7166 S.E. OSPREY STREET, HOBE SOUND, FL 33455 AND THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS DONALD L. BASS.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY THE BY-LAWS BUT SHALL NEVER BE LESS THAN ONE. THE NAME AND ADDRESS OF THE INITIAL DIRECTOR OF THIS CORPORATION IS:

MICHAEL W. BROOKS  
2130 N.E. RUSTIC WAY  
JENSEN BEACH, FL 34957

## **ARTICLE VIII**

### **BY-LAWS**

THE POWER TO ADOPT, ALTER, AMEND OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

## **ARTICLE IX**

### **INDEMNIFICATION**

THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR, TO THE FULL EXTENT PERMITTED BY LAW.

ARTICLE X

SUBSCRIBER

THE NAME AND ADDRESS OF THE PERSON SIGNING THESE ARTICLES IS:

MICHAEL W. BROOKS  
2130 N.E. RUSTIC WAY  
JENSEN BEACH, FL 34957

IN WITNESS WHEREOF, THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE  
ARTICLES OF INCORPORATION THIS 4 DAY OF JUNE, 1998.

Michael W. Brooks

MICHAEL W. BROOKS

SUBSCRIBER

FLDL B620-540-58-134-0

STATE OF FLORIDA           )  
                                      ) SS.  
COUNTY OF MARTIN        )

BEFORE ME, A NOTARY PUBLIC AUTHORIZED TO TAKE ACKNOWLEDGEMENTS IN  
THE STATE AND COUNTY SET FORTH ABOVE, PERSONALLY APPEARED MICHAEL W.  
BROOKS KNOWN TO ME AND KNOWN TO ME TO BE THE PERSON WHO EXECUTED THE  
FOREGOING ARTICLES OF INCORPORATION AND HE ACKNOWLEDGED BEFORE ME THAT  
HE EXECUTED THOSE ARTICLES OF INCORPORATION. DRIVERS LICENSE WITH PHOTO I.D.  
USED AS CONFIRMATION OF IDENTITY.

IN WITNESS WHEREOF, I HAVE HEREUNTO SET MY HAND AND AFFIXED MY  
OFFICIAL SEAL, IN THE STATE AND COUNTY AFORESAID, THIS 4 DAY OF  
June, 1998.



Carol A. Bobo  
MY COMMISSION # CC580774 EXPIRES  
August 28, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

Carol A. Bobo  
NOTARY PUBLIC, STATE OF FLORIDA  
AT LARGE

MY COMMISSION EXPIRES: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED  
IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST: THAT MICHAEL W. BROOKS, INC., DESIRING TO ORGANIZE OR QUALIFY  
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS  
AT 2130 N.E. RUSTIC WAY, JENSEN BEACH, STATE OF FLORIDA, HAS NAMED DONALD L.  
BASS LOCATED AT 7166 S.E. OSPREY STREET, HOBE SOUND, FLORIDA 33455 AS ITS AGENT  
TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Michael W. Brooks  
MICHAEL W. BROOKS  
PRESIDENT, SECRETARY

6-1-98  
DATE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED  
CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO  
ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF  
ALL STATUTES RELATIVE TO THE PROPERTY AND COMPLETE PERFORMANCE OF MY  
DUTIES.

Donald L. Bass  
DONALD L. BASS  
REGISTERED AGENT

5/29/98  
DATE

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98 JUN -8 AM 11:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA