

P9800065560

1st. Florida Roofing Co.
600 S. Myrtle Av.
Clearwater, FL 33756
727-442-3707

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 23 AM 11:25

8000002596318-- 4
-07/23/98--01040--012
***122.50 ***122.50

July 22, 1998

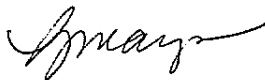
EFFECTIVE DATE
7-15-98

Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399

Enclosed are Articles of Incorporation for a new business and the fee of \$122.50 to start a new business. Please do not hesitate to contact me if you have any questions.

Thank you.

Sincerely:



Rebecca J. Mays

EFFECTIVE DATE
7-15-98

ARTICLES OF INCORPORATION
OF
1ST. FLORIDA ROOFING CO.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 23 AM 11:25

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation for profit under the Florida General Corporation Act under the laws of the State of Florida.

ARTICLE I NAME OF CORPORATION

The name of this corporation is 1ST. FLORIDA ROOFING CO.

ARTICLE II GENERAL NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

- A. To engage in every phase and aspect of installation of roofing systems and all other valid purposes.
- B. To invest the funds of this corporation in real estate, mortgages, stocks, bonds or any other type of investments, and to own real and personal property necessary for the rendering of such professional services.
- C. To do anything necessary and proper for the accomplishment or furtherance of any of the purposes or objects of this corporation enumerated in these Articles of Incorporation, or any amendment thereof, necessary or incident to the protection and benefit of this corporation; and in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation; and in general, either alone or in association with other corporation, firms or individuals, to carry on any lawful pursuit necessary or incidental to the accomplishment or furtherance of such purposes or objects of this corporation.
- D. It is intended that this corporation may conduct and transact business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended.

ARTICLE III CAPITAL STOCK

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1000 shares of \$1.00 par value common stock.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole

judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualifications of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

ARTICLE IV INITIAL CAPITAL

The amount of capital with which this corporation shall begin business is \$1,000.00.

ARTICLE V TERM OF EXISTENCE

The date when corporate existence shall begin is as of the date of execution of these Articles of Incorporation by the subscribers, and the corporation shall exist perpetually thereafter unless dissolved by law.

ARTICLE VI ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 600 S. Myrtle Av., Clearwater, Florida 33756. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

ARTICLE VII BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be two (2). The number of Directors may be increased or diminished from time to time by By-laws adopted by the stockholders, but shall never be less than one (1).

B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

<u>NAMES</u>	<u>ADDRESSES</u>
Robert W. Mays	12813 Wild Acres Rd. Largo, FL 33773
Rebecca J. Mays	12813 Wild Acres Rd. Largo, FL 33773

C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any reason.

D. In case one or more vacancies shall occur in the Board of Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a

majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

ARTICLE VIII SUBSCRIBERS

The names and addresses of the subscribers to these Articles of Incorporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Robert W. Mays	12813 Wild Acres Rd. Largo, FL 33773
Rebecca J. Mays	12813 Wild Acres Rd. Largo, FL 33773

ARTICLE IX VOTING TRUSTS

No stockholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

ARTICLE X ADDITIONAL CORPORATE POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects hereinabove stated, this corporation shall have all and singular the following power:

A. To enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.

B. At its option, to purchase and acquire any or all of its shares, owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares or any or all of its shares owned and held by a stockholder who dies, all in accordance with the By-laws adopted by the stockholders of this corporation setting forth the terms conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

C. To enter into for the benefit if its employees, one or more of the following: (1) pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

ARTICLE XI RESIDENT AGENT

Robert W. Mays, whose address is 12813 Wild Acres Rd., Largo, FL 33773, is authorized to accept service of process as resident agent for this corporation.

ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock

entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal this 15th. day of July, 1998.

ACCEPTED AS REGISTERED AGENT:

Robert W. Mays (SEAL)
Robert W. Mays

Rebecca J. Mays (SEAL)
Rebecca J. Mays

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Robert W. Mays and Rebecca J. Mays who are personally known to be or who have produced _____ as identification and who (did)(did not) take an oath.

THE FOREGOING INSTRUMENT was acknowledged before me this 15 day of July, 1998 by the above persons.

Ronald R. Robbins
Notary Public



Ronald R Robbins
My Commission CC634488
Expires March 30, 2001

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 JUL 23 AM 11:25