

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-08/12/98-01052--010
*****78.75 *****78.75

SUBJECT: JUSTICE CARPET CLEANING OF MARTIN COUNTY, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RONALD W. LEES
Name (Printed or typed)

9173 SE. MYSTIC COVE TERRACE
Address

HOBE SOUND, FL 33455
City, State & Zip

(561) 546-4188
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

98 AUG 12 PM 3:55

FILED

NOTE: Please provide the original and one copy of the articles.

8

[Handwritten signature]

**ARTICLES OF INCORPORATION
OF**

JUSTICE CARPET CLEANING OF MARTIN COUNTY, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE FLORIDA

THE UNDERSIGNED SUBSCRIBER, acting as Incorporator of a corporation (hereinafter referred to as the "CORPORATION"), under the provisions of the Statutes of the State of Florida, does hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

ARTICLE 1.

1.1) **Name:** The name of the Corporation is

JUSTICE CARPET CLEANING OF MARTIN COUNTY, INC.

ARTICLE 2.

2.1) **Purpose:** The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3.

3.1). **Number of Authorized Shares:** The aggregate number of shares of capital stock which the Corporation shall have authority to issue is One Thousand Shares (1,000) of Common Stock of a par value of One Dollar (\$1.00) per share.

3.2) **Payment for Shares:** The consideration for the issuance of shares of capital stock of the Corporation may be paid, in whole or in part, in money, in other property tangible, intangible, or in labor or services actually performed for the Corporation.

When payment of the consideration for which such shares are to be issued shall have

been received by the Corporation, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgment of the Board of Directors or the Stockholders, as the case may be, as to the value of the consideration received for such shares shall be conclusive.

3.3) **Dividends:** The holders from time to time of shares of capital stock of the Corporation shall be entitled to receive when as as declared by the Board of Directors, from the net earnings or from the surplus of the assets over the liabilities including capital of the Corporation, but not otherwise, dividends payable either in cash, in property or in shares of capital stock of the Corporation.

3.4) **To Whom Shares May Be Sold:** Any shares of capital stock of any description of the Corporation may be issued, sold or otherwise disposed of by it from time to time to such persons, firms, organizations, associations, corporations or other legal entities, and upon such terms and conditions, as the Board of Directors of the Corporation may from time to time determine.

3.5) **Preemptive and Similar Rights:** No holder or owner of capital stock of the Corporation or other securities of the Corporation which may be convertible into or evidence the right to acquire shares of capital stock of the Corporation shall have any preferential or preemptive right whatsoever to purchase any additional shares of capital stock of the Corporation whether such shares be issued for cash, property, services or otherwise.

ARTICLE 4.

4.1) **Initial Capital:** The amount of capital with which the Corporation will begin business shall be not less than Five Hundred Dollars (\$500.00).

ARTICLE 5.

5.1) **Period of Duration:** The Corporation is to have perpetual existence.

ARTICLE 6.

6.1) **Address:** The street address of the principal office of the Corporation in the State of Florida is 9173 SE Mystic Cove Terrace, Hobe Sound, FL 33455. The Board of Directors may from time to time move the principal office to any other address in Florida.

ARTICLE 7.

7.1) **Initial Board of Directors:** The first Board of Directors of the Corporation shall consist of one member who need not be a resident of the State of Florida or a stockholder of the Corporation.

7.2) **Names and Addresses:** The name and street address of the members of the first Board of Directors who shall hold office until the first annual meeting of stockholders or until their successors shall have been elected or appointed and have qualified are: Ronald W. Lees, 9173 SE Mystic Cove Terrace, Hobe Sound, Florida 33455. He will also be the registered agent; this address will be the registered office.

7.3) **Increase or Decrease of Directors:** The number of Directors may be increased or decreased from time to time by Amendment of the By-Laws, but no decrease shall (a) have the effect of shortening the term of any incumbent director, or (b) reduce the numbers of Directors to less than one.

ARTICLE 8.

8.1) **Subscribers:** The name and street address of the subscriber to these Articles of Incorporation is: Ronald W. Lees, 9173 SE Mystic Cove, Hobe Sound, Florida 33455.

ARTICLE 9.

PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

9.1) **Meetings of Stockholders:** Meetings of the stockholders of the Corporation may be held at such place, either within or without the State of Florida, as may be provided by the By-Laws. In the absence of any such provisions, all meetings shall be held at the principal office of the Corporation.

9.2) **Meetings of Directors:** Meetings of the Board of Directors of the Corporation, annual, regular, or special, may be held either within or without the State of Florida.

9.3) **By-Laws:** The initial By-Laws of the Corporation shall be adopted by its Board of Directors. The power to alter, amend or repeal the By-Laws, or to adopt new By-Laws, shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation, management and government of the business, affairs and property

of the Corporation not inconsistent with the Laws of the State of Florida, or these Articles of Incorporation.

9.4) **Interest of Directors in Contracts:** Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm, organization, association, corporation or other legal entity of which one or more of its directors are stockholders, members, directors, officers or employees, or in which he or they are otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon, or in reference to, such contract or transactions, and notwithstanding his or their participation on such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors to be counted in calculating the majority necessary to carry such vote. This provision shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE 10.

10.1) **Amendment to Articles of Incorporation:** The Corporation reserves the right from time to time to amend, alter or repeal, or to add any provisions to its Articles of Incorporation (as now constituted or hereafter amended) in any manner now or hereafter prescribed or permitted by the Florida Statutes, or any amendment thereto

and all rights conferred upon stockholders by these Articles of Incorporation (as now constituted or hereafter amended) are granted to this reservation.

By: Ronald W. Lees
RONALD W. LEES/ INCORPORATOR

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED.

THE FOLLOWING IS SUBMITTED:

FIRST, THAT JUSTICE CARPET CLEANING OF MARTIN COUNTY,
INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE
STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AS CITY
OF HOBE SOUND, STATE OF FLORIDA, HAS NAMED RONALD W. LEES,
LOCATED AT 9173 SE MYSTIC COVE TERRACE, HOBE SOUND, FLORIDA
33455 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE:

Ronald W. Lees
INCORPORATOR

DATE:

8-11-98

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 PROVISINS OF ALL STATUTES
RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY
DUTIES.

SIGNATURE:

Ronald W. Lees

DATE:

8-11-98

FILED
08 AUG 12 PM 3:55
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA