

Division of Corporations

Page 1 of 1

P98000097924

Florida Department of State
Division of Corporations
Public Access System
Sandra B. Morham, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H98000021779 7)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 922-4001

From:

Account Name : DEAN, MEAD, EGERTON, BLOODWORTH, CAPODANO & BOZARTH, P.A.
Account Number : 076077001702
Phone : (407) 841-1200
Fax Number : (407) 423-1831

FLORIDA PROFIT CORPORATION OR P.A.

JRD PEO Solutions, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED
98 NOV 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing

Public Access Help

W98-26259

m 11/20/98

H980000217797

FILED

ARTICLES OF INCORPORATION

98 NOV 20 PM 3:33

OF

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JRD PEO SOLUTIONS, INC.

The undersigned, acting as incorporator of this Corporation pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of this corporation is JRD PEO Solutions, Inc.

ARTICLE II. PURPOSE

The general purpose for which this Corporation is organized shall be to conduct and transact any and all lawful business authorized or not prohibited by Chapter 607 of the Florida Statutes, as the same may be from time to time amended.

ARTICLE III. CAPITAL STOCK

The total number of shares which the corporation is authorized to have outstanding is one million (1,000,000) common shares having a par value of Five Cents (\$.05) per share. Each of said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, or in

Prepared by:
Steven C. Lee, Esq.
Dean, Mead, Egerton, Bloodworth,
Capouano & Bozarth, P.A.
800 North Magnolia Avenue, Suite 1500
Orlando, Florida 32803
Telephone (407) 428-5149
Florida Bar No. 0292605

H980000217797

H980000217797

property or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purposes. All stock when issued shall be paid for and shall be nonassessable.

Upon the sale for cash, or for any other consideration for which the Board of Directors of the corporation fixes a value, of any shares of stock of the corporation of a stated kind, class, or series, each shareholder of the corporation holding one (1) or more shares of stock of the stated kind, class, or series shall have the right to purchase his or her pro rata share of such shares of stock, to the nearest whole share, upon payment in cash, or other lawful consideration acceptable to the Board of Directors, of the price or value at which such shares are offered to others. This provision shall be applicable to treasury shares, unissued shares, and securities of the corporation convertible into or carrying a right to subscribe to or acquire any shares of stock of the stated kind, class, or series.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to have perpetual existence, commencing on the date of execution of these Articles of Incorporation.

ARTICLE V. ADDRESS

The initial street address of the principal office of this corporation in the State of Florida is 11 South Bumby Avenue, Orlando, Florida 32803. The mailing address of this corporation is Post Office Box 538230, Orlando, Florida 32853-8230.

ARTICLE VI. DIRECTORS AND OFFICERS

The business of the corporation shall be conducted and managed by a Board of Directors (all of whom need not be stockholders in the corporation) consisting of not less than

H980000217797

H980000217797

three nor more than nine members, as fixed from time to time by the bylaws of the corporation. The Board of Directors shall from their own number elect a President, and may elect one or more Vice Presidents; they shall also elect a Secretary and Treasurer and may elect one or more Assistant Secretaries and Assistant Treasurers, none of whom need be directors. Any two or more offices may be held by one and the same person except that no President or Vice President shall also be the Secretary or Treasurer or an Assistant Secretary or Assistant Treasurer.

The Board of Directors shall be elected annually by the stockholders at their annual meeting, which, in the absence of any provision to the contrary in the bylaws, shall be held on the first Monday in January of each year, beginning in 1999, unless the same shall be a holiday, in which case then on the next succeeding business day.

The officers above named shall be elected annually by the Board of Directors at their annual meeting to be held immediately after the annual meeting of the stockholders. All directors and officers shall be elected for one year, but shall hold office until their respective successors are duly elected and qualified. Any office left vacant by virtue of death or resignation may be filled at any time at a meeting of stockholders, duly called, and those so named to fill such vacancies shall hold office until the next succeeding annual meeting of stockholders. These provisions with respect to filling vacancies in office occurring from time to time may, however, be modified or abrogated by bylaws-laws duly adopted.

ARTICLE VII. INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors, who shall hold office until the first annual stockholders meeting, or until their successors are elected or appointed and have qualified, are as follows:

H980000217797

H980000217797

<u>Name</u>	<u>Address</u>
F. David McKinney	11 South Bumby Avenue Orlando, Florida 32803
John F. Watson, Jr.	11 South Bumby Avenue Orlando, Florida 32803
L. Kipp Minter	11 South Bumby Avenue Orlando, Florida 32803
Donald B. Boone	11 South Bumby Avenue Orlando, Florida 32803
Clyde D. McBryde	11 South Bumby Avenue Orlando, Florida 32803
Marion F. Hatcher, III	11 South Bumby Avenue Orlando, Florida 32803

ARTICLE VIII. INCORPORATOR

The name and address of the incorporator of this Corporation are:

<u>Name</u>	<u>Address</u>
F. David McKinney	11 South Bumby Avenue Orlando, Florida 32803

ARTICLE IX. 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 vote of the stockholders owning a minimum of five-sixths (5/6ths) of the stock of the corporation entitled to vote thereon.


ARTICLE X. INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation in the State of Florida shall be 11 South Bumby Avenue, Orlando, Florida 32803. The name of the initial registered agent of this Corporation at that address is F. David McKinney.


H980000217797

H980000217797

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Orlando, Florida, this 19th day of November, 1998.


F. David McKinney

Having been named as registered agent for the above mentioned Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

Signature: 
F. David McKinney

Date: November 19, 1998

G:\EST\old\Clients\U. Rolfe Davis\Articles.wpd

FILED
98 NOV 20 PM 3:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA