

P98000105209

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

EMG Drywall Systems
cnc

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-12/18/98-01051-001
*****78.75 *****78.75

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TALLAHASSEE, FL 32302
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____ RA Resignation _____
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☒ Cert. Copy _____
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____ Certificate of Fictitious Name _____
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R. Purinton DEC 18 1998

**ARTICLES OF INCORPORATION
OF
EMG DRYWALL SYSTEMS, INC.**

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The undersigned does hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is EMG Drywall Systems, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designed as "Common Shares". All of said stock shall be payable in cash, property (real or personnel) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

ARTICLE IV - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposed shall be vested exclusively in the holders if the outstanding Common Shares.

ARTICLE V - TERM

This corporation shall commence its existence upon filing and shall exist perpetually thereafter unless sooner dissolved according to law.

ARTICLE VI - PREEMPTIVE RIGHTS

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 issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VII - INITIAL PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation is 3134 SW 20th Terrace, Unit 11A, Delray Beach, Florida 33445 and the name of the initial registered agent of this corporation is Edward M. Mackey, 3134 SW 20th Terrace, Unit 11A, Delray Beach, Florida 33445.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall be majority vote, determine that the corporation be managed by the shareholders, The name and address of the initial director of this corporation is Edward M. Mackey, 3134 SW 20th Terrace, Delray Beach, Florida 33445.

ARTICLE IX - INCORPORATOR

The name and address of the person signing these articles is: Edward M. Mackey, 3134 SW 20th Terrace Unit 11A, Delray Beach, Florida 33445.

ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

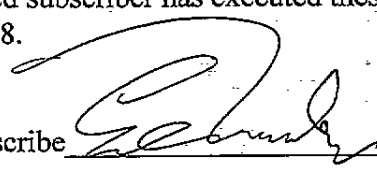
ARTICLE XI

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors, or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or majority thereof, and any director of this corporation who is also a director or and officer of such corporation, or who it is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation, or not so interested.

ARTICLE XII

The private property of the stockholders shall not be subject to the payment of the corporate debts to any extent whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon the dividends due them for any indebtedness of such stockholders to the corporation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of November, 1998.

Subscribe 

STATE OF FLORIDA)

COUNTY OF BROWARD)

BEFORE ME, a notary public authorized to take acknowledgments is the State and County set forth above, personally appeared Edward M. Mackey, who are personally known to me or who produced a Florida Drivers License as identification and who did not take an oath, have executed the foregoing Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of November, 1998.



Meghan J. Murray

Notary Public, State of Florida

My Commission Expires:

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First - The EMG Drywall Systems, Inc. desiring to organize under the laws of the State of Florida with its principal offices, as indicated in the Articles of Incorporation, at City of Delray Beach, County of Palm Beach, State of Florida has named Edward M. Mackey, 3134 SW 20th Terrace, Unit 11A, Delray Beach, Florida 33445, City of Delray Beach, County of Palm Beach, State of Florida, as its agent to accept services of process with the state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: 
Resident Agent

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