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Examiner's Initials



### FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

December 23, 1998

CHASLAUR TAX & ACCOUNTING SERVICES CHARLES E. HALL, EA P.O. BOX 4077 ST. AUGUSTINE, FL 32085-4077

SUBJECT: HLADKY INVESTMENT CO, INC.

Ref. Number: W98000028693

We have received your document for HLADKY INVESTMENT CO, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Letter Number: 998A00060227

Doris McDuffie Corporate Specialist Supervisor **ARTICLES OF INCORPORATION** 

FILED

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SECRETARY OF STATE
TALLAHASSEE TALLAHASSEE

 $\underline{\mathbf{OF}}$ 

HLADKY INVESTMENT CO. INC.

EFFECTIVE DATE

The undersigned, for the purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME AND ADDRESS: The name of the Corporation is: HLADKY INVESTMENT CO. INC. and its address is 5004 Londonderry Ct., Orlando, Florida 32808.

ARTICLE 2. DURATION: This Corporation shall have perpetual existence commencing on the date of execution and acknowledgment of these Articles.

ARTICLE 3. PURPOSE: The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact business and for which corporations may be incorporated under the Florida General Corporation Act.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable for the purpose of transacting any and all lawful business.

ARTICLE 4. CAPITAL STOCK: The aggregate number of shares which the Corporation is authorized to issue is 100,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$0.10 per share. Said stock shall be classed as Section 1244 stock pursuant to the Internal Revenue Code of 1986 as amended.

ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT: The street address of the initial registered office of the Corporation is 25 Old Mission Avenue, St. Augustine, Florida 32084 with a mailing address of Post Office Box 4077, St. Augustine, Florida 32085, and the name of its initial Registered Agent at that address is Charles E. Hall, Jr.

ARTICLE 6. INITIAL BOARD OF DIRECTORS: The number of directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the By-Laws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

Mike W. Hladky 5004 Londonderry Ct. Orlando, Florida 32808

### **ARTICLE 7. INCORPORATORS:**

Incorporated are the following:

Mike W. Hladky 5004 Londonderry Ct. Orlando, Florida 32808 ARTICLE 8. BY-LAW AMENDMENT: The Corporation reserves the power to adopt, alter, amend, or appeal the By-Laws of the Corporation. This right shall be vested in the Board of Directors and the Shareholders.

ARTICLE 9. INDEMNIFICATION: The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

ARTICLE 10. INFORMAL ACTION OF DIRECTORS: If all Directors severally or collectively consent in writing to action taken or to be taken by the Corporation, and the writing evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

ARTICLE 11. AMENDMENT OF ARTICLES: This Corporation reserves the right to amend or appeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the Directors of this Corporation.

ARTICLE 12. PRE-EMPTIVE RIGHTS: Each shareholder of this Corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this Corporation that may from time to time be issued (whether or not presently authorized), including shares from the Treasury of this Corporation, in the

ration that the number of share he holds at the time of issue bears to the total number of shares outstanding, exclusive of Treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share pre-empted within thirty (30) days of receipt of a notice in writing from the Corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive right. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

**ARTICLE 13. MANAGEMENT OF CORPORATION BY SHAREHOLDERS:** 

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of the shareholders of this Corporation.

ARTICLE 14. OFFICERS: The Officers of the Corporation shall be a President, one

(1) or more Vice-Presidents, a Secretary and a Treasurer. The number of Vice-Presidents may be fixed and determined by the shareholders from time to time. Until the first meeting of the shareholders or until the successors are elected and have qualified, the following shall be the Officers of the Corporation.

Mike W. Hladky 5004 Londonderry Ct. Orlando, Florida 32808

President / Treasurer Vice-President / Secretary IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this the \_\_\_\_\_\_ day of December, 1998.

Mike W. Hladky

STATE OF FLORIDA

ss:

COUNTY OF ST. JOHNS

Before me, the undersigned authority, personally appeared Mike W. Hladky, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed such instrument.

WITNESS my hand and seal this the \_\_\_\_\_day of December, 1998.

OFFICIAL NOTARY SEAL
LAURELLE A HALL
COMMISSION NUMBER
C C 706597
MY COMMISSION EXPRES
JAN. 27,2002

Notary Public in and for the State of Florida at Large

# <u>CERTIFICATE OF DESIGNATION OF</u> <u>REGISTERED AGENT / REGISTERED OFFICE</u>

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATION THE REGISTERED OFFICE / REGISTERED AGENT, IN THE STATE OF FLORIDA.

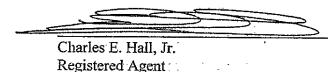
1. The name of the Corporation is:

## HLADKY INVESTMENT CO., INC.

2. The name and address of the Registered Agent and Office is:

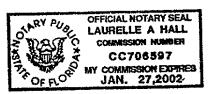
Charles E. Hall, Jr.
25 Old Mission Avenue, Post Office Box 4077
St. Augustine, Florida 32084

Having been named as Registered Agent and to accept service of process for the above stated corporation at the place designated in this certificate. The Individual herein identified hereby accepts the appointment as Registered Agent and agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and is familiar with and will accept the obligations of its position as Registered Agent.



SWORN TO BEFORE ME and subscribed in my presence this the \_\_\_\_\_ day of

December, 1998.



Notary Public

My Commission Expires: