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TRANSMITTAL LETTER

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

FILED
99 FEB - 3 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: D.B.k & B. Enterprises, Corp.

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 of Status

800002763528--5
-02/03/99--01053--003
*****78.75 *****78.75

(X) \$78.75 Filing Fee & Certified Copy	() \$87.50 Filing Fee, Certified Copy of Status
ADDITIONAL COPY REQUIRED	

FROM: ANTHONY BROWN

500 N.W. 153rd STREET

MIAMI, FL 33169

(305) 685-1191

Daytime Telephone Number

Anthony Brown GAVE
AUTHORIZATION BY PHONE TO called
CORRECT Copy Name 7:50
DATE 2-8-99
DOC. EXAM CB

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

CB
2-8-99
6

ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the Corporation shall be:

D.B.K. & B. ENTERPRISES, CORP.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

500 N.W. 153rd Street
Miami, Florida 33169

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

1,000 Shares

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

Nathaniel Koonce
5268 S.W. 153rd Ct.
Miami, FL 33185

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:

Trevor H. Davy
2370 N.W. 107th Street
Miami, FL 33167



Signature Incorporator

1/30/99

Date

(An additional article must be added if an effective date is requested.)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of the statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent



Signature/Registered Agent

1/30/99

Date

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ARTICLE VI PURPOSES

- Section 1(a) The corporation shall be engaged, directly or via its subsidiaries, in the operations of clinical diagnostic veterinary/medical laboratories, domestic and international sample assays consistent with applicable jurisdictional law.
- (b) The corporation shall be engaged in veterinary/medical research, including but not limited to disease etiology, elucidation and resolution.
 - (c) The corporation shall further be engaged in any and all activities deemed beneficial to the corporation by its officers, in accord with any jurisdictional laws governing such activities.
 - (d) The corporation shall be engaged, directly or via subsidiaries, in real estate property management, real estate acquisitions and sales, U.S. Government surplus acquisitions and sales and state and local government special program management.
 - (e) The corporation shall be engaged in property development, construction and demolition.
 - (f) The corporation shall further be engaged in any and all activities deemed beneficial to the corporation by its officers, in accord with any jurisdictional laws governing such activities.

ARTICLE VII MANAGEMENT AND REGULATION OF AFFAIRS

- Section 1(a) **PRESIDENT.** The president of the corporation shall be responsible for the day to day affairs of the corporation.
- (b) The president shall negotiate or cause to be negotiated any or all contracts on behalf of the corporation. The president shall implement or cause to be implemented by assigning or sub-contracting any and/or all contracts at the sole discretion of the president.
 - (c) The president shall be empowered to implement a corporate structure to effect the duties and affairs of the corporation.
 - (d) The president shall have ultimate jurisdiction over any/and or all employees, contractors and sub-contractors, and shall be empowered to hire and/or terminate any employee(s), sub-contractor(s) and contractor(s) for any reason, at the president's sole discretion, which may adversely affect the affairs of the corporation.
 - (e) The president shall appoint or cause to be appointed any individual(s) or entities deemed necessary to implement any and/or all aspects of the affairs of the corporation.
 - (f) The president shall appoint a vice-president or any number of vice-presidents necessary to implement the affairs of the corporation.
 - (g) The president shall be empowered to exercise a veto mandate, and shall be free to exercise the powers of the office to effectively direct the affairs of the corporation.

- (h) The president shall be responsible to the board of directors, if and only if such a board is created. In the absence of a corporate board of directors, the president shall be responsible to the majority of the shareholder(s), and shall function so as to benefit the majority of the shareholder(s).

Section 2(a) VICE-PRESIDENT(S). The vice-president(s) shall be appointed by the president and shall be directly responsible to the president.

- (b) The vice-president(s) shall function at the direction and discretion of the president, and shall at all times be subordinate to the president.
- (c) Based on the seniority and/or portfolio of the vice-president(s) the vice-president(s) may from time to time, and only temporarily, assume the office of the president, during certain exceptional circumstances that the president may be unable to function or to fulfill the duties of office. These limited circumstances follow, and shall not be amended without the majority written consent of the shareholder(s):
 - 1. The medical or physical incapacitation of the president.
 - 2. Death of the president.
 - 3. Vacancy of the president's office created by anticipated or unanticipated temporary or permanent leave of absence.
- (d) The appointment of the vice-president(s) during such interim shall be temporary and probationary, and shall immediately terminate with the resumption of duties by the president and/or direct appointment of a successor by the board of directors if such a board exists, or, in the absence of board of directors, by the unanimous vote of the majority shareholder(s) to fill the vacancy.

Section 3(a) TREASURER. The treasurer shall be appointed by the majority vote of the majority shareholder(s) and shall be subordinate to the president.

- (b) The treasurer shall carry out all financial duties assigned by the president and shall bear the fiduciary responsibilities associated with the office of treasurer.
- (c) The treasurer shall maintain bank accounts, disburse operational funds to include but not limited to staff payroll, funding of goods and services and petty cash. All major capital disbursements shall require the signature of the president.

Section 4(a) SECRETARY. The secretary shall be appointed by the majority vote of the majority shareholder(s), and shall be subordinate and responsible to the president.

- (b) The secretary shall record the minutes of all corporate meetings, and shall bear all responsibilities associated with the office of secretary.
- (c) The secretary shall notify all shareholders of any scheduled board of directors' or shareholders' meeting by certified mail, and shall record the dates such mail was sent/or delivered.

- (d) The secretary shall affix the corporate seal to all important documents involving the corporation, and shall maintain all necessary files governing corporate affairs.

ARTICLE VIII BOARD OF DIRECTORS

Section 1 BOARD OF DIRECTORS. The majority shareholder(s) unanimously agree to waive creating a board of directors but reserve the right to install such a board by unanimous decree if and when, in their opinions, such a board is warranted.

ARTICLE IX SHAREHOLDERS

Section 1(a) SHAREHOLDER(S). The corporation hereby declares that, pursuant to Article III of the Articles of Incorporation, one thousand (1,000) shares of stock shall be issued and disbursed as follows:

Trevor H. Davy	510 Shares
Nathaniel Koonce	490 Shares

- (b) The term majority shareholders shall be defined as Trevor H. Davy and Nathaniel Koonce.
- (c) The majority shareholders shall from time to time issue new shares as necessary.
- (d) Shareholders shall have a right to vote commensurate with their corporate shares. Voting may be accomplished by direct attendance or by proxy vote.

ARTICLE X PAR VALUE OR CLASS OF SHARES

Section 1(a) PAR VALUE OR CLASS OF SHARES. The first one thousand shares held by Trevor H. Davy and Nathaniel Koonce shall be the only voting shares, unless the majority shareholder(s) agree by written consent to a change in the bylaws creating new shares which may have voting privileges.

- (e) The par value of the first thousand shares shall have a fixed ratio of 1:1.

ARTICLE XI OTHER PROVISIONS

Section 1 OTHER PROVISIONS. The majority shareholder(s) reserve the right to cause changes in the bylaws from time to time, to better effect the affairs of the corporation.

ARTICLE XII DESIGNATION OF OFFICERS

Section 1 DESIGNATION OF OFFICERS. The majority shareholder(s) hereby designate the following officers of the corporation:

President: Trevor H. Davy

Vice-President: Nathaniel Koonce
Secretary: Anthony Brown
Treasurer: Nathaniel Koonce

ARTICLE XIII AMENDMENT

Section 1 AMENDMENTS. These Bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative consent of the majority shareholder(s).

The above bylaws are certified to have been adopted by the majority shareholders of the corporation on the 30 day of January, 1999.


Trevor H. Davy,
President


Anthony Brown,
Secretary


Nathaniel Koonce,
Vice-President

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