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TRANSMITTAL LETTER

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99 FEB 10 PM 3:34

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

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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-02/10/99--01029--004
*****87.50 *****87.50

SUBJECT: REBEL DRYWALL, 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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: M. Boyte Adams III
Name (Printed or typed)

618 Cape Coral Parkway West
Address

Ft. Myers, Florida 33914
City, State & Zip

(941) 540-4666
Daytime Telephone number

P. Hall

FEB 15 1999

WAG-3597
(8)

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

Articles of Incorporation

REBEL DRYWALL, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I

The name of this corporation is: REBEL DRYWALL, Inc.

Article II

The existence of this corporation shall be perpetual.

Article III

The general purpose and objects for which this corporation is initially organized and the general nature of the business to be transacted and carried on are:

- A. The transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes.
- B. To conduct and carry on the business of builders and building contractors for the purpose of building, erecting, altering, improving, repairing or doing other work in connection with any and all classes of building, structure and improvements of any kind and nature whatsoever, including the building, rebuilding, alteration, repairing or improvements of houses, factories, buildings, works or erections of every kind and description whatsoever, and generally to do and perform any and all work, and furnish any and all materials as builders and contractors, and with that end in view to solicit, obtain, make, perform and carry out contracts covering the building and contracting business and the work connected therewith.
- C. To invest in, trade in, and deal in and with the services of every class, kind and description.
- D. To conduct, carry on, and engage in, as a contractor or otherwise, the business of repairing, constructing, finishing, altering or improving the interior or exterior of buildings and structures of any type or description whatsoever, including but not limited to the furnishing and installation of floors, floor covering, ceilings, rafters, studs, insulation, acoustics, acoustical tiles and materials, wall coverings, walls, lath, plaster, paneling, lights and lighting systems, and all other interior or exterior portions of any type, materials, or description whatsoever of any building or structure whatsoever.
- E. To conduct, carry on and engage in a general building supply business and to manufacture, produce, purchase or otherwise acquire, supply, distribute, sell or otherwise dispose of, and generally deal in, at wholesale or at retail, as agent, broker or owner, lumber, hardware, lath, cement, sheetrock, sand, stone, bricks, tile, floor coverings, wallpaper, wall coverings, steel, aluminum, and other metals, insulating materials,

acoustic materials, paints, waterproofing materials, varnishes, lacquers, oils, colors, chemicals, and building, acoustical, electrical, decorating, roofing and chemical materials and supplies of any description whatsoever.

F. To buy, sell, rent and exchange real property, improved and unimproved; the building, construction and alteration of houses and buildings; and the management and development of real property generally; to purchase, manufacture, acquire, hold, own, mortgage, pledge, lease, sell, assign, transfer, invest, trade, deal in and deal with goods, wares and merchandise and property of every kind and description and to carry on any of the above business or any other business connected therewith, wherever the same may be permitted by law, either manufacturing or otherwise and to the same extent as the laws of this state may permit and as fully and with all the powers that the laws of this state confer upon such corporations and organizations for profit and to do any and all of the business and things in this Articles of Incorporation mentioned and set forth to the same extent as a natural person might or could do.

G. To act as agent, attorney in fact or representative of corporations, firms and individuals on commission or otherwise.

H. To do a general business as commission merchant, selling or buying agent in the same manner and to the same extent as a natural person could do.

I. To negotiate loans; to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures, coupons, and other negotiable instruments and securities.

J. To borrow money from any person, firm or corporation, to make and issue notes, bills, bonds, debentures and other evidences of indebtedness of all kinds; and to secure the same by pledge, mortgage or otherwise, without limit as to amount, and to provide for the payment of the same by deposited cash, sinking fund or otherwise.

K. To conduct and carry on any other business, manufacturing and otherwise, which may be capable of being profitable in connection with the company's business or to carry on any business that is adapted, directly or indirectly, to add to the value of the company's profits and property by its authorized business.

L. To have one or more offices and conduct and operate its business and exercise its objectives, powers and purposes in its own name or in a fictitious name to the full extent that the same might be done by any natural person in any of the states or territories of the United States or in any foreign place or country so far as is permitted by the laws thereof; and to acquire, hold, mortgage, lease or convey real and personal property, unlimitedly and without restriction in any of the states or territories of the United States or in any foreign place or country so far as is permitted by the laws thereof.

M. To form, create, buy or otherwise acquire, in whole or in part, any corporation or

enterprise adapted to be carried out or operated in connection with the company's business or as a subsidiary thereof, together with the goodwill, franchise, rights, name, property and assets of all kinds, thereto pertaining and in connection therewith, to fully guarantee and underwrite any of the liabilities of any person, partnership, firm, corporation, and to pay for the same in cash, stock, debentures, promissory notes or other securities of the company and in further connection therewith to hold, operate, lease, mortgage and sell or otherwise dispose of any such other enterprise or corporation thus acquired or any part thereof.

N. To purchase or otherwise acquire, hold, sell, pledge, transfer or otherwise dispose of its shares of its own capital stock, provided that the funds or property of this corporation shall not be used for the purchase of its own shares of capital stock when such use would cause any impairment of the capital of the corporation and provided that shares of its own capital stock belonging to the corporation shall not be voted upon directly or indirectly.

O. To underwrite, subscribe for, purchase, invest or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, or deal in with others, stocks, bonds, debentures, mortgages, or other evidence of indebtedness and obligations of any corporation, association, partnership, syndicate, entity, person or governmental, municipal or public authority, domestic or foreign and evidences of any interest in respect of any such stocks, bonds or other evidences of indebtedness and obligations; to issue in exchange therefore its own stocks, bonds or other obligations and, while the owner or holder of any such, to exercise all the rights, powers, and privileges of ownership in respect thereof; and to the extent now and hereafter permitted by law, to aid by loan, subsidy, guaranty, or otherwise those issuing, creating or responsible for any such stocks, bonds or other evidences of indebtedness or obligations or evidences of interest in respect thereof.

P. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by this corporation, or any individual partnership, association, corporation or other entity whatsoever.

Q. To make donations for the public welfare or for charitable, scientific or educational purposes; and in time of war to make donations in aid of war activities.

R. To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the corporation is organized, and to have and exercise all the powers conferred upon corporations by the laws of this state now or hereafter in effect to the same extent as a natural person might or could do.

S. The objects or purposes specified herein shall be construed as both purposes and powers, and shall be in no wise limited or restricted by reference to or inference from the

terms of any other clause in this or any other article, but the purposes and powers specified in each of the clauses herein shall be regarded as independent purposes and powers and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any manner the purposes and powers which this corporation is empowered to exercise, whether expressly by force of the law of the State of Florida now or hereafter in effect, or implied by any reasonable construction of the law; nor shall the expression of the one thing be deemed to exclude another, although it be of like nature nor expressed.

Article IV

The aggregate number of shares of capital stock which this corporation shall have the authority to issue is Five Thousand (5,000) of common stock with a nominal or par value of \$1.00 per share. All stock, when issued, shall be fully paid and non-assessable. The entire capital stock, or any portion thereof, may be paid for in cash, property, labor or services, provided that where said stock is paid for in or by property, labor or services, the just value thereof shall be fixed by the Board of Directors in the manner provided for by the statutes and the stock issued in accordance with the value so fixed; and cash, property, labor or services may also be received in payment of stock in just valuation thereof to be fixed by the Board of Directors.

Article V

Either the Board of Directors or the stockholders of this corporation may adopt, alter, amend or repeal by-laws.

Article VI

The amount of capital stock with which this corporation shall begin business shall not be less than \$500.

Article VII

The street address of the initial registered office of this corporation shall be 618 Cape Coral Parkway West, Cape Coral, Florida 33914; and the name of the initial registered agent of this corporation at this address is M. Boyte Adams III.

Article VIII

The initial post office address of the principal office of this corporation in this state shall be 618 Cape Coral Parkway West, Cape Coral, Florida 33914. The Board of Directors may from time to time move the principal office of this corporation in the State of Florida to any other address in the Florida. This corporation shall have the privilege of having branches and doing business in other places within and without the State of Florida, both in the United States and in foreign countries.

Article IX

This corporation shall not have less than four (4) directors initially. The number of directors may be either increased or decreased from time to time by the by-laws, but shall never be less than

three (3).

Article X

The names and address of the first Board of Directors, who shall hold office for the first year of the corporation's existence or until their successors are elected, appointed, or chosen and have qualified, shall be:

<u>Name</u>	<u>Address</u>
M. Boyte Adams III	618 Cape Coral Parkway West, Ft. Myers, FL 33914
Mike Harris	305 10 th Street SW, Vero Beach, FL 32962
Randy Talcott	259 Franca Street, Punta Gorda, FL 33983
Kerry Harris	305 10 th Street SW, Vero Beach, FL 32962

Article XI

The names and street addresses of the first officers of this corporation who shall hold office for the first year of its existence or until their successors are elected, appointed or chosen and have qualified shall be:

<u>Office</u>	<u>Name</u>	<u>Address</u>
President	M. Boyte Adams III	618 Cape Coral Parkway West, Cape Coral, FL 33914
Vice President	Mike Harris	305 10 th Street SW, Vero Beach, FL 32962
Secretary/Treasurer	Randy Talcott	259 Franca Street, Punta Gorda, FL 33983

Article XII

The names and street addresses of each incorporator and the number of shares of common stock for which each has subscribed and which each agrees to take, together with the value of the consideration therefore, are:

<u>Name</u>	<u>Address</u>	<u># of Shares</u>	<u>Value</u>
M. Boyte Adams III	618 Cape Coral Parkway West, Cape Coral, FL 33914	100	\$100
Mike Harris	305 10 th Street SW, Vero Beach, FL 32962	400	\$400

Article XIII

The private property of the stockholders of the corporation shall not be subject to the payment of corporate debts to any extent whatsoever.

Article XIV

The corporation shall indemnify any and all of its officers or directors or any former officers or directors to the full extent permitted by law.

Article XV

Stock certificates of this corporation to replace lost or destroyed certificates shall be issued in accordance with the by-laws of this corporation.

Article XVI

The name and address of the initial registered agent and address of the initial registered office of this corporation is as follows:

<u>Name</u>	<u>Address</u>
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M. Boyte Adams III	618 Cape Coral Parkway West, Cape Coral, FL 33914
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IN WITNESS WHEREOF, we, M. Boyte Adams III, Mike Harris, Randy Talcott and Kerry Harris have set our hands and seals to the foregoing Articles of Incorporation as incorporators, and said M. Boyte Adams III, has further set his hand and seal as registered agent, this 29th day of January, A.D. 1999

I hereby accept the duties and responsibilities as registered agent.

M. Boyte Adams III
M. Boyte Adams, III, as subscriber and incorporator and as
Registered Agent

Mike Harris
Mike Harris

Randy Talcott
Randy

Kerry Harris
Kerry Harris

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99 FEB 10 PM 3:34
NOTARY PUBLIC
TALAMON, FLORIDA

State of Florida
County of Lee

Thereby certify that on this 4th day of February, 1999, personally came and appeared before me, the undersigned authority, M. Boyte Adams, III, Mike Harris, Randy Talcott, and Kerry Harris, to me well known and known to be the persons by said names described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same as their free and voluntary acts and deeds for the uses and purposes therein set forth.

Witness my hand and official seal in the County of Lee and the State of Florida on the day and year written above.

Carmen Lisa Russo

My commission expires:

 Carmen Lisa Russo
Commission # CC 747431
Expires June 1, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.