

P99000022978



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 163189 9212A

AUTHORIZATION :

Patricia Pizut

COST LIMIT : \$ 78.75

ORDER DATE : March 10, 1999

ORDER TIME : 10:01 AM

ORDER NO. : 163189-005

CUSTOMER NO: 9212A

CUSTOMER: Mr. Anthony J. Gargano  
GARGANO & MARCHEWKA, L.L.P.  
GARGANO & MARCHEWKA, L.L.P.  
Suite 203  
2075 West First Street  
Fort Myers, FL 33901

300002800663--0

DOMESTIC FILING

NAME: K.A.R. CONSTRUCTION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

703  
W99-5832

EXAMINER'S INITIALS:

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 10 AM 10:32

RECEIVED  
99 MAR 10 AM 10:39  
DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

March 10, 1999

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: K.A.R. CONSTRUCTION, INC.  
Ref. Number: W99000005832

We have received your document for K.A.R. CONSTRUCTION, INC. and the authorization to debit your account in the amount of \$78.75. However, the document has not been filed and is being returned for the following:

Article 7 states there will be THREE director(s), whereas ONE is/are listed.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 999A00011394

**RESUBMIT**  
Please give original  
submission date as file date.

RECEIVED  
99 MAR 11 AM 9:52  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS

EFFECTIVE DATE

3/9/99

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 MAR 17 AM 10:32

ARTICLES OF INCORPORATION

OF

K.A.R. CONSTRUCTION, INC.

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of Incorporation:

ARTICLE 1. NAME

The name of the corporation is **K.A.R. CONSTRUCTION, INC.**

ARTICLE 2. DURATION

The duration of the corporation is perpetual.

ARTICLE 3. PURPOSE

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE 4. CAPITAL STOCK

The aggregate number of shares which the corporation is authorized to issue is 100 shares of common stock. Those shares shall be of a single class and shall have a par value of \$1.00 per share.

ARTICLE 5. PRINCIPAL OFFICE

The principal office of the corporation is 8232 Albatross Road, Fort Myers, FL 33912 and the mailing address for the corporation is 8232 Albatross Road, Fort Myers, FL 33912.

#### ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 8232 Albatross Road, Fort Myers, FL 33912 and the name of its registered agent at that address is Kathleen A. Peters.

#### ARTICLE 7. INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors is One. The number of directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial director of the corporation is as follows:

Kathleen A. Peters  
8232 Albatross Road  
Fort Myers, FL 33912

#### ARTICLE 8. INCORPORATORS

The name and address of each incorporator is as follows:

Kathleen A. Peters  
8232 Albatross Road  
Fort Myers, FL 33912

#### ARTICLE 9. AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE 10. INDEMNIFICATION

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators and registered agents to the full extent permitted by law.

#### ARTICLE 11. STOCK TRANSFER RESTRICTIONS

Shares of stock owned by each shareholder may not be sold or otherwise transferred to other person unless first offered to this corporation or to the remaining shareholders in the proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

#### ARTICLE 12. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

#### ARTICLE 13. COMMENCEMENT OF CORPORATION EXISTENCE

In accordance with Section 607.01401, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles Of Incorporation.

#### ARTICLE 14. SHAREHOLDER QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the shareholders.

#### ARTICLE 15. DIRECTOR QUORUM AND VOTING

A majority of all the directors of the corporation shall constitute a quorum at a meeting of the directors. If a quorum is present, the affirmative vote of a majority of all the directors of the corporation shall be an act of the Board of Directors.

#### ARTICLE 16. DIVIDENDS

Dividends may be paid to the shareholders.

#### ARTICLE 17. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

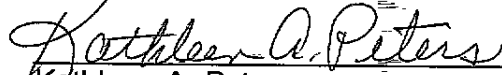
#### ARTICLE 18. INFORMAL DIRECTOR ACTION

Any action of the Board of Directors may be taken without a meeting, if consent in writing setting forth the action so taken signed by all of the persons who are entitled to vote on such action at a meeting is filed with the secretary of the corporation as part of the corporate records.

#### ARTICLE 19. SHAREHOLDER AGREEMENT

The shareholders or subscribers to stock of this corporation shall be authorized to enter into any agreement between themselves and with the corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the shareholders or subscribers of stock to sell, assign, mortgage, pledge, hypothecate, or transfer on the books of the corporation any and all of the corporation's shares of stock. A copy of the agreement shall be filed with the corporation and each certificate representing share(s) of stock shall state that it is subject to the terms of the agreement and the shares of stock shall not thereafter be transferred on the books of the corporation except in accordance with the terms and conditions of the agreement.

IN WITNESS WHEREOF the undersigned /has signed these Articles of Incorporation on this March 9<sup>th</sup>, 1999.

  
Kathleen A. Peters

**STATE OF FLORIDA**

**COUNTY OF LEE**

I **HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the State aforesaid and in the county aforesaid to take acknowledgments, personally appeared Kathleen A. Peters, who are/is personally known to me or who provided drivers license as identification and who did/did not take an oath.

Witness my hand and official seal in the County and State last aforesaid on this March 9<sup>th</sup>, 1999.

My Commission Expires:

Rebecca D. Stokes  
NOTARY PUBLIC  
Rebecca D. Stokes  
Print Name of Notary Public



REBECCA D. STOKES  
MY COMMISSION # CC468783 EXPIRES  
June 1, 1999  
BONDED THRU TROY FAIN INSURANCE, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

99 MAR 10 AM 10:32

CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

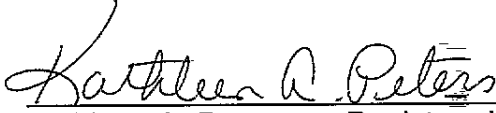
Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is K.A.R. CONSTRUCTION, INC.
2. The name of the registered agent is Kathleen A. Peters. The address of the registered agent and office is 8232 Albatross Road, Fort Myers, FL 33912.

  
Kathleen A. Peters, Incorporator

March 9th, 1999  
Date

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR K.A.R. CONSTRUCTION, INC., AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
Kathleen A. Peters, as Registered Agent

March 9, 1999  
Date