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TRANSMITTAL LETTER

FILED

99 AUG 16 AM 9:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

200002360332--9  
-08/16/99--01034--006  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: INGHAM ENTERPRISES, 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: W. W. "SAM" INGHAM JR.  
Name (Printed or typed)  
13661 NIGHTBIRD DRIVE  
Address  
FORT MYERS. FLORIDA 33908  
City, State & Zip  
(941) 415-1188  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF**

**INGHAM ENTERPRISES, INC.**

**FILED**  
**99 AUG 16 AM 9:38**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned subscribes to these Articles Of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 and 621 of the Florida State Statutes.

**ARTICLE 1 - NAME**

The name of the corporation is INGHAM ENTERPRISES, INC., Hereinafter, ("Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the Laws of the United States and the State of Florida.

**ARTICLE 3 - PRINCIPLE OFFICE**

The address of the principle office of the Corporation is 13661 Nightbird Drive, Fort Myers, Florida 33908 and the mailing address is the same.

**ARTICLE 4- INCORPORATOR**

The name and address of the incorporator is as follows:

W. W, "Sam" Ingham Jr.  
13661 Nightbird Drive  
Fort Myers, Florida 33908

**ARTICLE 5 - OFFICERS**

The Officer(s) of the Corporation shall be as follow:

President, Secretary, and Treasure

W. W. "Sam" Ingham Jr.

Whose address shall be the same as the principal officer of the Corporation.

## **ARTICLE 6 - DIRECTOR(S)**

**The Director(s) shall be the same as the principal officer of the Corporation.**

**W. W. "Sam" Ingham Jr.**

**Whose address shall be the same as the principal officer of the Corporation.**

## **ARTICLE 7 - CORPORATE CAPITALIZATION**

**7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is TEN THOUSAND shares of common stock, each share having the par value of ONE DOLLAR (\$1.00).**

**7.2 No holder of shares of stock of any class shall preemptive the right to subscribe to or purchase any additional shares of any class, or any bonds or convert securities of any nature; provided, however, that the Board of Director(s) preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.**

**7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, subject to such restriction or limitations, if any, as may be set forth in the bylaws of the Corporation.**

**7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or rights, voting powers, restrictions, limitations as to dividends, qualifications, or terms or conditions of redemption of the stock.**

## **ARTICLE 8 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

**All of the shares of this of Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of the shareholders of the Corporation and transferability of the shares of stocks of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the office of the Corporation. If there are such shareholders that become part of this Corporation.**

## **ARTICLE 9 - POWERS OF THE CORPORATION**

The Corporation shall have the same powers as an individual to do all of those things that are necessary or imposed by applicable laws or these Articles of Incorporation

## **ARTICLE 10- TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

## **ARTICLE 11- REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in written form by claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of the registered office of the Corporation is 13661 Nightbird Drive, Fort Myers, Florida 33908. The name and address of the registered agent of this Corporation is W. W. "Sam" Ingham Jr. of 13661 Nightbird Drive, Fort Myers, Florida 33908.

## **ARTICLE 13 - BYLAWS**

The Board of director(s) of the Corporation shall have the power, without the assent or vote of the shareholders, to make, alter amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of the Director(s) equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

## **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State of the State of Florida.

## ARTICLE 15- AMENDMENT

The Corporation reserves the right amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or in any amendment hereto, to add any manner now or hereafter prescribed or permitted by the provisions of any applicable Statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to the reservation.

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN THE ARTICLES OF INCORPORATION

W. W. "Sam" Ingham Jr. having an office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligation of the position of Registered Agent under the applicable provisions of the Statutes of the State of Florida.

### CERTIFICATION

STATE OF FLORIDA

COUNTY OF LEE

Before me personally appeared W. W. "Sam" Ingham Jr., known to me personally, on this 19th August 1999 and acknowledged that he is a party to the foregoing Articles of Incorporation and he executed these Articles of Incorporation as a voluntary act and deed and the facts set forth or true and correct. He is the sole INCORPORATOR of said Articles of Incorporation.

My Commission Expires



Barbara A. Kiphart  
MY COMMISSION # CC601384 EXPIRES  
January 30, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

*Barbara Kiphart*  
Notary Public State of Florida  
BARBARA KIPHART

FILED  
99 AUG 16 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W.W. Sam Ingham Jr.*