P99000084181

TRANSMITTAL LETTER

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

600002990596--9
-09/20/99--01029--011
*****78.75 *****78.75

SUBJECT: Bayonet Point Engine Remanufacturing & Machining, 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

99 SEP 20 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
FILED

FROM: Randolph Chiavaroli
Name (Printed or typed)

6841 Amberjack Lane
Address

Bayonet Point FL 34667
City, State & Zip

727-862-6411 Fax 727-868-4773
Daytime Telephone number

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

d

T BROWN SEP 2 3 1999

FILED
99 SEP 20 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

BAYONET POINT ENGINE REMANUFACTURING & MACHINING, Inc.

The undersigned, desiring to form a corporation for the purposes hereinafter stated, under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I

NAME

The name of the Corporation shall be Bayonet Point Engine Remanufacturing & Machining, Inc.

ARTICLE II

BUSINESS AND PURPOSE

The nature of the business which may be transacted by the Corporation is as follows:

This Corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III

STOCK

The maximum number of shares of stock, which this Corporation is, authorized to have outstanding at any time shall be one thousand (1,000) shares of common stock, and shall be without par value. The capital stock may be paid for in property, labor, or services at a just valuation, to be fixed by the incorporators or by the Directors at a meeting called for such purpose, or at the organization meeting. Property, labor, or services may be purchased or paid for with the capital stock at a just valuation of said property to be fixed by the Directors of the Corporation. Stock in other corporations or going businesses may be purchased by the Corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the Directors of the Company may decide.

ARTICLE IV

TERM OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

PRINCIPAL OFFICE

The principal office or place of business, of the Corporation shall be located at 6841 Amberjack Lane, Bayonet Point, FL 34667, with privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI

REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this Corporation shall be Randolph Chiavaroli, a resident of Florida, and the registered office of the Corporation shall be 6841 Amberjack Lane, Bayonet Point, FL 34667.

ARTICLE VII

BOARD OF DIRECTORS

The affairs of the Corporation shall be conducted by a Board of not less than one (1) and not more than three (3) Directors.

ARTICLE VII

INITIAL DIRECTORS

The names and addresses of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the Corporation's existence, or until their successors are elected and shall have qualified, are the following:

NAME	OFFICE	ADDRESS
RANDOLPH CHIAVAROLI	President/Treasurer & Secretary	6841 Amberjack Lane Bayonet Point, FL 34667

ARTICLE X

MANAGEMENT

The Corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida, including without limitation, the power:

A. To hold meetings, to have no or more offices and to keep the books of the Corporation, except as otherwise expressly provided by law, and such places, whether within or without the State of Florida, as may from time to time be designated by the Board.

B. To make, alter and repeal By-Laws of the Corporation, subject to the reserved power of the stockholders to make, alter, and repeal By-Laws.

C. To determine whether, and to what extent and at what times and places, and under shat conditions and regulations, the accounts and books of the Corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book or documents of the Corporation, except as conferred by the laws of the State of Florida, or an authorized by the Board.

D. To declare and pay dividends upon the shares of capital stock of the Corporation, either out of net assets in excess of liabilities, including capital, or out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities, including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

E. To fix and determine from time to time, an amount to be set apart out of any of the funds of the Corporation available for dividends, a reserve, or reserves, for working capital or any other proper purpose, or to abolish any such reserve or reserves.

F. To make any lawful disposition of any paid-in or of capital surplus, or create any reserves out of the same, or change to the same organization expenses or other similar expenses properly chargeable to capital account.

G. To apple or use any funds of the Corporation lawfully available for the purpose or acquisition or shares of the capital stock or bonds or other securities of the Corporation, in the market or otherwise, at such prices as may be fixed by the Board, and to such extent and in such manner and for such purposes and upon such terms as the Board may deem expedient and as may be permitted by law.

H. From time to time, in such manner and upon such items and conditions as may be determined by the Board, to provide and carry out and recall, abolish, revise, alter or change one or more plan or plans for:

   i) The issuance or the purchase and sale of its capital stock or granting of options therefore to any or all of the employees, officers, and directors of the Corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon, pending payment therefore in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

   ii) The participation of any or all of the members, officers, or directors of the Corporation, or of any subsidiaries in the profits of the Corporation, or any of the subsidiaries in the profits of the Corporation, or of any branch, division or subsidiary thereof, a part of the Corporation's legitimate expenses; and

   iii) The furnishing of any or all of the employees, officers, or directors of the Corporation, or of any subsidiaries, at the expense, wholly or in part, of the Corporation for insurance against accident, sickness, or death, pensions during old age, disability, unemployment, or retirement benefits.

I. From time to time to authorize and issue obligations of the Corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redemption, subordination, convertibility or otherwise, and with such maturities as the Board in its sole discretion, may determine; and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefore, any part or all of the property of the Corporation, real or personal, including after-acquired property.

ARTICLE XI

TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or because his or their votes are county for such purpose, if

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorized, approves, or ratifies the contract or transaction by a vote or consent sufficient for that purpose, without counting the votes or consents of such interested directors, or

B. The fact of such relationship or interest is disclosed or know to the shareholders entitled to vote, and they authorize, approve, or ratify such contract or transaction by vote or written consent, or

C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the shareholders.

Common or interested directors may be counted in determining the presence of the quorum at a meeting of the Board of Directors or a committee thereof, which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII

INDEMNIFICATION OF OFFICERS AND DIRECTORS

This Corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation on this 15 day of Sept., 1999.

Randolph Chiavaroli

Randolph Chiavaroli

Randolph Chiavaroli

STATE OF FLORIDA)
) SS.:
COUNTY OF PASCO)

On this 15th day of September, 1999, before me personally appeared RANDOLPH CHIAVAROLI, to be known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation and he duly acknowledged that he executed the same.

Doreen Van Dorn

Notary Public

My Commission Expires:

DOREEN VAN DORN
MY COMMISSION # CC 580809
EXPIRES: October 29, 2000
Bonded Thru Notary Public Underwriters

FILED
99 SEP 20 AM 9:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act.

That BAYONET POINT ENGINE REMANUFACTURING AND MACHINING, INC., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation, at City of Bayonet Point, County of Pasco, State of Florida, has named Randolph Chiavaroli, located at 6841 Amberjack Lane, Bayonet Point, FL 34667, as its registered agent to accept service of process within this State.

Having been named as registered agent to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and understand and agree to comply with the provision of said Act relative to keeping open said office.

Randolph Chiavaroli

RANDOLPH CHIAVAROLI
Registered Agent.