

## Florida Department of State

Division of Corporations

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Account Number : I20110000021  
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CORPORATIONS  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**KELMAR DISTRIBUTION CORP.**

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Corporate Filing Menu

Help

ARTICLES OF INCORPORATION  
OF  
KELMAR DISTRIBUTION CORP.

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under Chapter 607 of the laws of the State of Florida as follows:

ARTICLE I  
Name and Address

The name of this Corporation is: **KELMAR DISTRIBUTION CORP.** The mailing and street address of the Corporation is: 2109 Club Lake Dr., Orange Park, Florida 32065.

ARTICLE II  
Term of Existence

The existence of this Corporation shall commence upon the date of filing of these Articles of Incorporation with the Florida Secretary of State, and shall thereafter be perpetual.

ARTICLE III  
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV  
Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it or a facsimile thereof to be impressed, affixed or in any other manner reproduced.
- (d) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.

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(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.

- (r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V  
Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI  
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 877 Executive Center Dr. W., Suite 100, St. Petersburg, Florida 33702 and the name of its initial registered agent at such address is Spoor Law, P.A.

ARTICLE VII  
Incorporator

The name and address of the person signing these Articles are:

| <u>Name</u> | <u>Address</u>                                                     |
|-------------|--------------------------------------------------------------------|
| Rusty Spoor | 877 Executive Center Dr. W., Suite 100<br>St. Petersburg, FL 33702 |

ARTICLE VIII  
Officers

The officers of the Corporation shall be a President, Vice President, Treasurer and Secretary, and such other officers as may be provided by the Bylaws. Officers shall be elected annually by the Board of Directors at its annual meeting. The names of the persons who are to serve as officers of the Corporation until the first meeting of the Board of Directors are:

| <b>Name</b>      | <b>Title</b>   |
|------------------|----------------|
| Marvin D. Walker | President      |
| Kelvin Contreras | Vice President |

ARTICLE IX  
Directors

The affairs of the Corporation shall be managed by a Board of Directors, members of which shall be elected annually in accordance with the Bylaws. The number of Directors shall

be fixed as set forth in the Bylaws of the Corporation. The names and addresses of the first Board of Directors, consisting of those persons who shall serve until their successors are duly elected and qualified, shall be as follows:

| <b>Name</b>      | <b>Address</b>                                   |
|------------------|--------------------------------------------------|
| Marvin D. Walker | 2109 Club Lake Dr.<br>Orange Park, Florida 32065 |
| Kelvin Contreras | 446 NorthCliff Ct.<br>Orange Park, Florida 32065 |

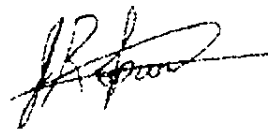
ARTICLE X  
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE XI  
Amendment

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 15<sup>th</sup> day of July, 2024.

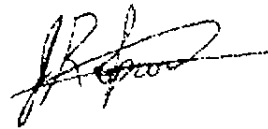


\_\_\_\_\_  
Rusty Spoor, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.

SPOOR LAW, P.A.

A handwritten signature in black ink, appearing to read 'R. Spoor', written over a horizontal line.

By: \_\_\_\_\_  
Rusty Spoor, President

Dated: July 15, 2024