P03000091373

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

400022354694

08/18/03--01066--002 **78.75

FILED
03 AUG 18 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8/20

TRANSMITTAL LETTER

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

SUBJECT: SAND DUNE VENTURES, INC.
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are 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: Stephen J. Kolski, Jr. , Esq.
Name (Printed or typed)

1700 DuPont Building, 169 East Flagler Street
Address

Miami, FL 33131
City, State & Zip

305-371-9575
Daytime Telephone number

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

FILED
03 AUG 18 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION OF SAND DUNE VENTURES, INC.

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

ARTICLE I - NAME

The name of the corporation shall be:

SAND DUNE VENTURES, INC.

ARTICLE II - MANAGEMENT BY DIRECTORS

All corporate power that is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than nine, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the

Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

ARTICLE III - ACTION BY UNANIMOUS CONSENT

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial Board of Directors consisting of:

Martin Smekal, 1701 Elm Avenue, Manhattan Beach, CA 90266;

Walter N. Haldeman, 1738 Spreckels Lane, Redondo Beach, CA 90278; and

Ronna K. Silverman,1701 Elm Avenue, Manhattan Beach, CA 90266.

ARTICLE V - INITIAL OFFICERS

Until the Board of Directors elects officers and same has been duly qualified, the business of the corporation shall be conducted by the following officers:

President: **Martin J. Smekal,** 1701 Elm Avenue, Manhattan Beach, CA 90266;

Vice-President: **Walter N. Haldeman**, 1738 Spreckels Lane, Redondo Beach, CA 90278

Vice-President:	**Ronna K. Silverman,** 1701 Elm Avenue, Manhattan Beach, CA 90266;
Secretary:	**Martin J. Smekal,** 1701 Elm Avenue, Manhattan Beach, CA 90266;
Treasurer:	**Ronna K. Silverman,** 1701 Elm Avenue, Manhattan Beach, CA 90266;

ARTICLE VI - DURATION

The existence of this corporation shall be perpetual.

ARTICLE VII - PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business, including but not limited to any and all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE VIII - CAPITAL STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 600 shares, each of the par value of One Dollar ($1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

ARTICLE IX - MINIMUM CAPITAL

The amount of capital with which this corporation may begin business shall be in the sum of not less than Five Hundred Dollars ($500.00).

ARTICLE X - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XI - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and mailing address of this corporation shall be 1701 Elm Avenue, Manhattan Beach, California 90266. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its directors may from time to time authorize.

ARTICLE XII - CORPORATE POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

ARTICLE XIII - INDEMNIFICATION

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including but not limited to indemnification for counsel fees.

ARTICLE XIV - INITIAL REGISTERED AGENT AND OFFICE

The initial registered agent and the street address of the initial registered office of this corporation are:

Stephen J. Kolski, Jr.
1700 DuPont Building
169 East Flagler Street
Miami, Florida 33131

ARTICLE XV - AMENDMENT

This 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 XVI - INCORPORATOR

The Incorporator is Martin J. Smekal, whose address is 1701 Elm Street, Manhattan Beach, CA 90266.

IN WITNESS WHEREOF, we have hereunto set my hand and seal this 13 day of AUGUST, 2003.

_______________________________(SEAL)
Martin J. Smekal, Incorporator

STATE OF Los Angeles California
COUNTY OF Los Angeles

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **Martin J. Smekal**, to me well known or who produced Calif Drivers License as identification and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed and did not take an oath.

WITNESS my hand and official seal at Hermosa Beach, California, on this 13th day of August, 2003.

____
Notary Public, State of California

My Commission expires: 12-18-03

PATRICIA F. LEIGHTON
Comm. # 1246086
NOTARY PUBLIC-CALIFORNIA
Los Angeles County
My Comm. Expires Dec. 18, 2003

FILED
03 AUG 18 PM 3:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

REGISTERED AGENT'S ACCEPTANCE

Having been named to accept service of process for the above stated corporation, at the place designated in the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

Dated this 15th day of August, 2003.

Stephen J. Kolski Jr.
STEPHEN J. KOLSKI, JR.
Registered Agent