

Division of Corporations

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P04000128623Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

HeadingUp, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
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**ARTICLES OF INCORPORATION
OF
HEADINGUP, INC.**

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is HeadingUp, Inc.

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 4133 Orr Ranch Road, Santa Rosa, California 95404; its mailing address is 4133 Orr Ranch Road, Santa Rosa, California 95404.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Shares. The total number of shares of stock that the Corporation may issue is 100,000 shares having a par value of \$0.10 per share. Each of the shares shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and nonassessable.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) Corporate Liquidation and Dissolution. In the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

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(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is c/o Fisher, Tousey, Leas & Ball, P.A., One Independent Drive, Suite 2600, Jacksonville, Florida 32202 and the name of the initial registered agent of the Corporation at that address is J. Jacob R. Peek.

ARTICLE V INCORPORATOR

The name and street address of the incorporator of the Corporation are:

Gregory F. Sims
4133 Orr Ranch Road
Santa Rosa, California 95404

ARTICLE VI DIRECTORS

(a) Number. The Corporation shall have one (1) director initially. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The names and addresses of the initial directors of the Corporation are:

Gregory F. Sims 4133 Orr Ranch Road
Santa Rosa, California 95404

(c) Indemnification. The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

ARTICLE VII BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

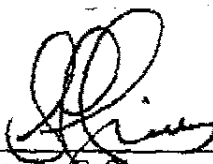
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**ARTICLE VIII
DURATION**

The Corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, these Articles of Incorporation are signed and acknowledged this 7 day of September, 2004.



Gregory F. Sims

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the Corporation submits the following in compliance with the Act:

HeadingUp, Inc. has named J. Jacob R. Peek, who maintains an office at Fisher, Tousey, Leas & Ball, P.A., One Independent Drive, Suite 2600, Jacksonville, Florida and in the County of Duval, in the State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named as registered to accept service of process for the Corporation at the place designated in this Certificate, I am familiar with and accept the appointment as registered agent and agree to act in that capacity.


J. Jacob R. Peek, Registered Agent

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