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**FLORIDA PROFIT/NON PROFIT CORPORATION**

htm, jr. inc.

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**ARTICLES OF INCORPORATION  
Of  
HTM, JR. INC.**

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the state of Florida these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of the state of Florida.

**ARTICLE I  
Name**

The name of this corporation shall be HTM, JR. INC.

**ARTICLE II  
Term of Existence and Fiscal Year**

This corporation shall begin existence on the date of filing of these articles with the Secretary of State of the state of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1<sup>st</sup> of each year.

**ARTICLE III  
Nature of Business**

The general nature of the business to be transacted by this corporation, and the objects and purposes thereof, shall be to make and manage investments of all types, and to engage in any other lawful business.

**ARTICLE IV  
Powers**

This corporation shall have all powers conferred by the laws of the state of Florida on corporations.

**ARTICLE V  
Capital Stock**

This corporation is authorized to issue one million (1,000,000) shares of common voting stock, par value \$1.00 per share. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be nonassessable.

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**ARTICLE VI**  
**Shareholders' Rights**

- (a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.
- (b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.
- (c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration, as far as may be permitted by law, and to any person or persons who are qualified to be shareholders as the board of directors may determine.

**ARTICLE VII**  
**Initial Registered Office and Agent**

The name and street address of the initial registered agent of this corporation is STEPHEN G. MEHALLIS, 2480 East Commercial Blvd, Ste. 4, Fort Lauderdale, Florida 33308.

**ARTICLE VIII**  
**Principal Place of Business**

The principal place of business of the corporation shall be located at 2480 East Commercial Blvd, Ste. 4, Fort Lauderdale, Florida 33308, with any other place of business as may be determined and fixed by the board of directors from time to time.

**ARTICLE IX**  
**Directors**

The initial board of directors shall consist of four (4) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

HARRY T. MANGURIAN, Jr.  
2480 East Commercial Blvd, Ste. 4  
Fort Lauderdale, Florida 33308

STEPHEN G. MEHALLIS  
2480 East Commercial Blvd, Ste. 4  
Fort Lauderdale, Florida 33308

GORDON W. LATZ  
2480 East Commercial Blvd, Ste. 4  
Fort Lauderdale, Florida 33308

TERRY M. SKUSE  
2480 East Commercial Blvd, Ste. 4  
Fort Lauderdale, Florida 33308

**ARTICLE X**  
**Transactions With Corporations**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation, or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or such firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation which shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

**ARTICLE XI**  
**Bylaws**

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the board of directors of this corporation.

(b) The bylaws of this corporation shall be for the governance of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent

with the provisions of the state of Florida or of the United States.

**ARTICLE XII  
Amendment**

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

**ARTICLE XIII  
Incorporators**

The name and post office address of the incorporator of this corporation is STEPHEN G. MEHALLIS, 2480 East Commercial Blvd, Ste. 4, Fort Lauderdale, Florida 33308.

**ARTICLE XIV  
Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on June 30, 2006.

  
\_\_\_\_\_  
STEPHEN G. MEHALLIS

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**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for HTM, JR. INC. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501.

  
\_\_\_\_\_  
STEPHEN G. MEHALLIS

Date: 6/30, 2008

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