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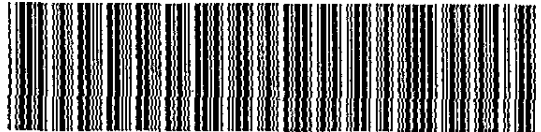
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04 AUG 16 AM 9:05

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-17-04

TRANSMITTAL LETTER

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

SUBJECT: VER Enterprises, 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: Paula E. Pratt, Esq.
Name (Printed or typed)

227 S. Orlando Ave Suite B-1
Address

Winter Park FL 32789
City, State & Zip

407 539-2597
Daytime Telephone number

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

**ARTICLES OF INCORPORATION
OF
VER ENTERPRISES, INC.**

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04 AUG 16 AM 9:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is VER Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE/MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

VER Enterprises, Inc.
c/o Paula E. Pratt, P.A.
227 S. Orlando Avenue, Suite B-1
Winter Park, FL 32789

ARTICLE III - PURPOSE

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- A. to acquire, manage and maintain real estate and real estate investments;
and
- B. in general, to have and exercise all powers conferred by the laws of Florida upon corporations, and to do any and all things hereinabove set forth to the same extent as a natural person might or could do.

ARTICLE IV - SHARES

- A. This corporation is authorized to issue 100 shares of \$1.00 par value common stock, which shall be designated "common shares."
- B. Except as otherwise provided by law or in the by-laws of the corporation, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE V - REGISTERED AGENT

The street address of the principal registered office of this corporation is 227 S. Orlando Avenue, Suite B-1, Winter Park, FL 32789, and the name of the initial registered agent of this corporation at that address is Paula E. Pratt, Esq.

ARTICLE VI - INCORPORATOR

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

Paula E. Pratt, Esq.
Paula E. Pratt, P.A.
227 S. Orlando Avenue, Suite B-1
Winter Park, FL 32789

VII - DURATION

This corporation shall have perpetual existence.

VIII - POWERS

This corporation shall have all of the corporate powers permitted under the Florida Business Corporation Act.

IX - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or outside the State of Florida. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

X - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors subject to the power of the shareholders to repeal, alter, or amend any by-laws adopted by the Board of Directors. The shareholders reserve the power to adopt by-laws and to prescribe in any by-laws that such by-laws shall not be altered, amended, or repealed by the Board of Directors.

XI - OFFICERS

The Board of Directors may provide for the election or appointment and prescribe the duties of all officers and agents as the board may deem desirable and proper, and may take such action not inconsistent with the Articles of Incorporation and the by-laws of the corporation and the laws of the State of Florida as such board may deem advisable for the conduct and operation of the business of the corporation.

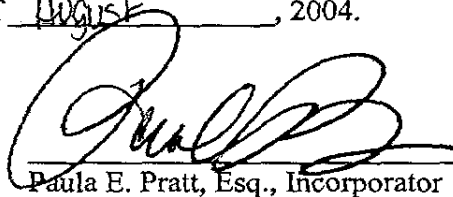
XII - MEETINGS

Meetings of shareholders and directors, including the time, place, and manner of calling such meetings, shall be fixed by the by-laws of the corporation.

XIII - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10th day of August, 2004.



Paula E. Pratt, Esq., Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Paula E. Pratt, Esq.

Date: _____

8/10/2004

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA