

1100000005220

TRANSMITTAL LETTER

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

500003346895--5
-08/07/00-01011-003
*****78.75 *****78.75

SUBJECT: GRAND PARENTS RIGHTS INC
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: SAM SPARACINO
Name (Printed or typed)

3045 ESTERO BLVD.
Address

FT. MYERS BEACH, FL, 33931
City, State & Zip

(941)-765-6611
Daytime Telephone number

FILED
00 AUG -4 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

8-10
WC

ARTICLES OF INCORPORATION
OF
GRAND PARENTS RIGHTS, INC.

FILED
00 AUG -4 AM 9:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, hereby associate ourselves together and make, subscribe, acknowledge and file these Articles of Incorporation with the Secretary of State of the State of Florida for the purpose of becoming a corporation not for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

GRAND PARENTS Rights, Inc.

ARTICLE II

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

- (a) A corporation not for profit organized to guarantee family rights for grandparents.

(b) To construct, erect, build, equip, repair and improve houses, buildings, tracts, streets, sidewalks, reservoirs, water-works, sewers, docks, fills, and other structures and improvements of any kind or character whatsoever; to buy, sell, purchase, lease or otherwise acquire, handle, hold and dispose of real and personal property or any interest therein or choses in action secured thereby; to improve, manage, operate, sell, mortgage, lease and otherwise dispose of any property; to loan money upon such property and to take mortgages and assignments of mortgages on the same; to lay off, plat or subdivide lands into lots and blocks, and to dedicate parks, streets, highways and alleyways therein; and to transact all or any other business which may be necessary or incidental or proper to the exercise of any or all of the aforesaid purposes of the corporation.

(c) To manage, supervise, operate, control, lease, let and sublet apartments, office buildings, dwelling houses and all kinds and character of property of every nature whatsoever.

(d) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

(e) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purpose of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(f) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds securities or evidences of indebtedness to exercise all the rights, powers and privileges of ownership, including the right to vote

thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held, or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

(g) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(h) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments and other bodies.

(i) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names or pending applications therefor relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(j) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its corporation; to issue bonds, promissory notes, bills of exchange, debentures, any other obligations and evidences of indebtedness as payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for the property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages,

or deeds or deeds of trust or pledge or other lien upon any and all of the property, rights, privileges or franchises of the corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the corporation, secured or unsecured, the right to convert the principal thereof into any preferred common stock of the corporation, now or hereafter authorized upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

(k) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds secured or evidences of indebtedness created by any other corporation or corporations, and while owning said stock to exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

(l) To purchase, sell, and transfer shares of its own capital stock.

(m) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in these Articles of Incorporation or any amendment thereof, necessary or incidental to the protection and benefit of the corporation, as principal, agent, director, trustee or otherwise, and, in general, either alone or in association with other corporations, firms or individuals, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in these Articles of Incorporation or any amendment thereof.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the Corporation; and it is hereby expressly provided that the foregoing enumeration of specified powers shall not be held to limit or restrict in any manner the powers of this Corporation.

ARTICLE III

The maximum number of shares of stock shall be _____
_____ none _____ of the par value of
_____ 0 _____ Dollars (_____ 0 _____) per share, all of
which shall be common stock. Each of the said shares of stock shall
entitle the holder thereof to one vote at any meeting of the stock-
holders. All or any part of said stock may be paid for in cash, in
property, in labor or in services at a fair evaluation to be fixed by
the incorporators or by the Board of Directors at a meeting called for
such purpose. All stock when issued shall be fully paid for and shall
be non-assessable.

ARTICLE IV

Admission will be made to any grandparent who makes applica-
tion and is approved by the Board of Directors and pays the annual dues.
Dues to be determined yearly by the Board of Directors.

ARTICLE V

This corporation is to have perpetual existence.

ARTICLE VI

The principal office of the corporation shall be located at
3045 Estero Blvd. Ft. Myers Beach, FL 33931
3 but the corporation shall have the power to establish branch offices
and other places of business at such other places within or without
the State of Florida as may be determined or deemed expedient.

ARTICLE VII

There shall be a Board of Directors for this corporation
which shall consist of not less than Three (3)
and not more than Six (6), the number of
same to be fixed by the Board of Directors or by the corporate by-laws.
Each of the said directors shall be of full age and at least one of
them shall be a citizen of the United States. A quorum for the trans-
action of business shall be a majority of the directors qualified and
active, and the act of a majority of the directors present at a meeting
at which a quorum is present shall be the act of the directors. Subject
to the by-laws, if any, adopted by the stockholders, the directors may
make the by-laws, and meetings of the directors may be held within or
without the State of Florida. Directors need not be stockholders.

ARTICLE VIII

The names and post office addresses of the members of the first Board of Directors, who, subject to these Articles, the by-laws of this corporation and the laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until an election is held by the stockholders for the election of permanent directors, or until their successors have been duly elected and qualified; are:

<u>NAMES</u>	<u>ADDRESSES</u>
Rose Sparacino	3045 Estero Blvd. Ft. Myers Beach, Fl 33931
Sam Sparacino	3045 Estero Blvd. Ft. Myers Beach, Fl 33931
Joseph Sparacino	3045 Estero Blvd. Ft. Myers Beach, Fl 33931

ARTICLE IX

The names and addresses of each subscriber to these Articles of Incorporation of this company are:

<u>NAMES</u>	<u>ADDRESSES</u>
Rose Sparacino	3045 Estero Blvd. Ft. Myers Beach, Fl 33931
Sam Sparacino	3045 Estero Blvd. Ft. Myers Beach, Fl 33931
Joseph Sparacino	3045 Estero Blvd. Ft. Myers Beach, Fl 33931

ARTICLE X

The following additional provisions for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting, and regulating the powers of the corporation, its stockholders and directors are hereby adopted as a part of these Articles of Incorporation.

(a) The Board of Directors from time to time shall determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account or document of the corporation, except as conferred by a statute or authorized by the Board of Directors.

(b) No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

(c) The Directors may prescribe a method or methods for replacement of lost certificates, and prescribe reasonable conditions by way of security upon the issue of new certificates therefor.

(d) The original incorporators of the corporation shall have the right upon its organization, to assign and deliver their subscriptions of stock as set forth in Article IX hereof to any other person, or to firms or corporations who may hereafter become subscribers to the capital stock of the corporation, who, upon acceptance of such assignment, shall stand in lieu of the original incorporators, and assume and carry out all the rights, liabilities and duties entailed by said subscriptions, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

(e) No contract or other transaction between the corporation and any other corporation in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in or is a Director or officer or are Directors or officers of such other corporation. Any Director or Directors, individually or jointly, may be a party to or parties to, or may be interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act or transaction of the corporation with any person or persons, firm or corporation in the absence of fraud shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in

any way connected with such person or persons, firm or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might be otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled company without regard to the fact that he is also a Director of such subsidiary or controlled company.

ARTICLE XI

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter described by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XII

No stockholder of the corporation shall, because of his ownership of stock, have a pre-emptive or other right to purchase, subscribe for, or take any part of any stock or any part of the notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase stock of the corporation issued, optioned, or sold by it after its incorporation. Any part of the capital stock and any part of the notes, debentures, bonds or other securities convertible into or carrying options or warranties to purchase stock of the corporation authorized by this Certificate of Incorporation or by an amended Certificate duly filed, may at any time be issued, optioned for sale, and sold or disposed of by the Corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may to such Board seem proper without first offering such stock or securities or any part thereof to existing stockholders.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Incorporation at Dade County, Florida for the uses and purposes aforesaid.

Spargen Rose (SEAL)
Sam Sparacino (SEAL)
Joe Sparacino (SEAL)

STATE OF FLORIDA)
) SS:
COUNTY OF LEE)

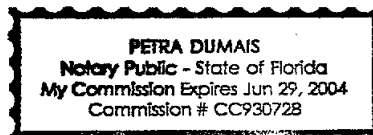
BEFORE ME, the undersigned authority, on this 14th
day of July 2000, ~~E~~ personally appeared
Rose Sparacino, Sam Sparacino & Joe Sparacinoto me well known
to be the persons described in and who signed the foregoing
Certificate of Incorporation, and acknowledged to me that they
executed the same freely and voluntarily, for the uses and
purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

Petra Dumais
NOTARY PUBLIC

My Commission Expires:

June 29, 2004



ACKNOWLEDGEMENT OF RESIDENT AGENT:

I, SAM SPARACINO, having been named to accept
service of process for the above stated corporation having
registered office at _____

I hereby accept to act in this capacity and agree to comply
with the provision of said act relative to keeping open said office.

Sam Sparacino