

# P000000012866

## Florida Department of State

Division of Corporations

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**To:**

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Fax Number : (850) 922-4001

**From:**

Account Name : FAS-T CORP. AGENTS, INC.  
Account Number : 071001002335  
Phone : (305) 599-0839  
Fax Number : (305) 716-0346

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TALLAHASSEE, FLORIDA

## FLORIDA PROFIT CORPORATION OR P.A.

### CIGAR CZAR COMPANY

Certificate of Status	0
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**ARTICLES OF INCORPORATION**  
OF

**Cigar Czar Company**

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I**

Name and Principal Office

1.01. The name of the corporation is

**Cigar Czar Company**

1.02. The principal office of the corporation is 5781 16<sup>th</sup> Avenue NW, Naples, Florida 34119.

1.03. The mailing address of the corporation is 5781 16<sup>th</sup> Avenue NW, Naples, Florida 34119.

**ARTICLE II**

Commencement and Duration

2.01. The corporation is to commence its corporate existence on the date of subscription of these Articles of Incorporation and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE III**

Purpose

3.01. The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### **ARTICLE IV**

##### **Capital Stock**

**4.01.** The corporation is authorized to issue one thousand (1,000) shares of capital stock of One Dollar (\$1.00) par value of a single class designated as *Common Stock*.

**4.02.** Each outstanding share of capital stock shall entitle the holder to one vote on each matter submitted to a vote at a meeting of the shareholders.

**4.03.** The shares of capital stock may be issued for such consideration, having a value not less than the par value the shares issued therefor, as is determined from time to time by the Board of Directors, to be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation. Shares of capital stock may not be issued until the full amount of the consideration therefor has been paid; thereafter, such shares shall be deemed to be fully paid and nonassessable.

#### **ARTICLE V**

##### **Preemptive Rights**

**5.01.** Each shareholder of the corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of capital stock of the corporation and any securities of the corporation convertible into or carrying a right to subscribe to or acquire any unissued or treasury shares of capital stock.

#### **ARTICLE VI**

##### **Board of Directors**

**6.01.** All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the Board of Directors elected by the shareholders by the method provided in the Bylaws.

**6.02.** Any and all of the powers and duties conferred or imposed upon the Board of Directors, by resolution of the shareholders adopted at a special meeting called for that purpose, may be exercised or performed to such extent, by such person or persons and upon such terms and conditions as shall be specified by the shareholders.

**6.03.** The corporation shall have one director initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the Bylaws of the corporation.

**6.04.** The name and address of the initial director of the corporation is Ted Monty, 5781 16<sup>th</sup> Avenue NW, Naples, Florida 34119.

#### **ARTICLE VII** Indemnification

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

#### **ARTICLE VIII** Bylaws

**8.01.** The power to adopt, alter, amend or repeal Bylaws shall be vested in the shareholders.

**8.02.** The affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of capital stock of the corporation shall be required to adopt, alter, amend or repeal the Bylaws.

#### **ARTICLE IX** Amendment

**9.01.** These Articles of Incorporation may be amended at any time by the affirmative vote of the holders of at least eighty percent (80%) of the outstanding shares of the capital stock of the corporation, at any regular meeting of the shareholders or at any special meeting of the shareholders called for that purpose.


**ARTICLE X**  
Incorporator

10.01. The name and address of the Incorporator executing these Articles of Incorporation is Ted Monty, 5781 16<sup>th</sup> Avenue NW, Naples, Florida 34119.

**ARTICLE XI**  
Registered Office and Agent

11.01. The street address of the initial registered office of the corporation is 5781 16<sup>th</sup> Avenue NW, Naples, Florida 34119. Agent of the corporation at that address is Ted Monty.

IN WITNESS WHEREOF, the undersigned executed these Articles of Incorporation on 2.3.00

  
\_\_\_\_\_  
Ted Monty (Seal)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation:

Cigal Coal Company

2. The name and address of the registered agent and office is: TED MONTY

5781 16<sup>th</sup> Avenue NW

(P.O. BOX NOT ACCEPTABLE)

Naples, Florida 34119

(CITY/STATE/ZIP)

SIGNATURE



TITLE

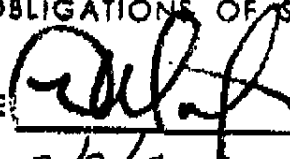
President

DATE

2/3/00

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325, FLORIDA STATUTES.

SIGNATURE



DATE

2/3/00