

P00000063331

TRANSMITTAL LETTER

FILED

00 JUN 27 PM 12:11

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Jawbone Publishing Corporation
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

800003305778--9
-06/27/00--01013--012
*****70.00 *****70.00

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

☒ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
& Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Swanee Ballman
Name (Printed or typed)

3875 Crosley Avenue
Address

St. Cloud, FL 34772-8150
City, State & Zip

407/957-3645 (home) 407/709-2065
Daytime Telephone number

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

D. BROWN JUN 29 2000

ARTICLES OF INCORPORATION
OF
JAWBONE PUBLISHING CORPORATION

FILED
00 JUN 27 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation for profit, under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is: JAWBONE PUBLISHING CORPORATION

ARTICLE II - NATURE OF BUSINESS

This corporation is organized for the purpose of dealing in all types of real, personal or intellectual property and transacting any and all lawful business, including but not limited to:

- (a) To provide full service opportunities for writers, musicians and other artists to publish, distribute, and market their works.
- (b) To acquire, by purchase, lease, manufacture or otherwise, any real, personal or intellectual property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real, personal, or intellectual at any time owned, held or occupied by the corporation and to invest, trade and deal in any real, personal or intellectual property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any real, personal or intellectual property at any time owned or held by the corporation.

- (c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and to execute such mortgages, transfers or corporate property or other instruments to secure the payment of corporate indebtedness as required.
- (d) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation and to transact any further or other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.
- (g) To carry on any and all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount; and to have, use, exercise and enjoy all the general powers of like corporations.
- (h) To engage in any and all lawful businesses, trades, occupations, and professions.
- (i) To do any and all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts above-named.

The intention is that none of the objects and powers as hereinabove set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or interference from the terms of any other objects, powers or clauses of this Article or any other Articles; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 500 shares of common stock, each having the par value of \$1.00.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL CAPITAL

The amount of the capital with which this corporation shall begin business is a minimum of Five Hundred Dollars (\$500.00).

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of this corporation is: 3875 Crosley Avenue, St. Cloud, Florida. 34772-8150 The mailing address for the principal office of this corporation shall be: 3875 Crosley Avenue, St. Cloud, Florida 34772-8150. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the By-Laws.

ARTICLE VIII - INITIAL DIRECTOR(S)

The name and street addresses of the first Board of Director(s) who shall hold office until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
Swanee F. Ballman	3875 Crosley Avenue St. Cloud, Florida 34772-8150

ARTICLE IX - SUBSCRIBER(S)

The names and street addresses of the subscriber(s) of these Articles Of Incorporation are:

Swanee F. Ballman	3875 Crosley Avenue St. Cloud, Florida 34772-8150
-------------------	--

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The address of the initial registered office of this corporation is: 3875 Crosley Avenue, St. Cloud, Florida 34772-8150 and its mailing address is: 3875 Crosley Avenue, St. Cloud, Florida 34772-8150, and the name of the initial registered agent of this corporation and her address is: Swanee F. Ballman, 3875 Crosley Avenue, St. Cloud, Florida 34772-8150 her mailing address is: 3875 Crosley Avenue, St. Cloud, Florida 34772-8150.

ARTICLE XI - EFFECTIVE DATE

These Articles of Incorporation shall be effective and the corporation's existence shall begin with the filing of these Articles of Incorporation.

ARTICLE XII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested in the holders of the outstanding common stock.

ARTICLE XIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

ARTICLE XIV - INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

ARTICLE XV - PREEMPTIVE RIGHTS

Every shareholder, upon the sale or cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XII - AMENDMENT OF THE ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders and approved at a shareholder's meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, We have hereunto set our hands and seals, acknowledged and filed the forgoing Articles of Incorporation under the laws of the State of Florida, this 22nd day of June, 2000.

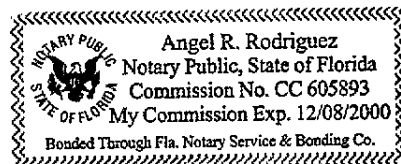
Swanee F. Ballman (SEAL)

STATE OF FLORIDA
COUNTY OF OSCEOLA
ORANGE

I HEREBY CERTIFY that on this day before me a Notary Public, duly authorized to take acknowledgments in the State and County aforesaid, personally appeared Swanee F. Ballman, to me well known, or who has produced n/a as identification, and is known to be the person described as a subscriber in and who has executed the foregoing Articles of Incorporation and has acknowledged before me that he has subscribed to these Articles of Incorporation and has executed the same for the purposes herein expressed.

WITNESS my hand and official seal in the County and State named above, this 22 day of June, 2000.

Angel R. Rodriguez
Notary Public
My Commission Expires. 12/8/2000



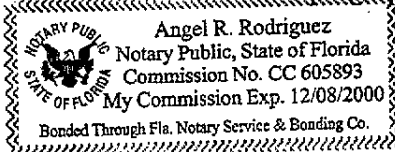
CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE FOR SERVICE
OF PROCESS WITHIN THIS STATE, NAMING REGISTERED AGENT UPON WHO
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, FLORIDA STATUTES, the following is
submitted in compliance with said Act:

That, Jawbone Publishing Corporation, desiring to organize under the laws of the
State of Florida, with its principal office as indicated in the Articles of Incorporation in
the County of Osceola, State of Florida, has named as Registered Agent, Swanee F.
Ballman, and the registered office at 3875 Crosley Avenue, St. Cloud, Florida 34772-
8150, and her mailing address at 3875 Crosley Avenue, St. Cloud, Florida 34772-8150, to
accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-named corporation,
at the place designated in this Certificate, I hereby accept to act in this capacity and agree
to comply with the provisions of said Act relative to keeping open said office.



Swanee F. Ballman
Swanee F. Ballman
Registered Agent

Subscribed and sworn before me, this 22
day of June, 2000, a Notary Public
in and for Orange County,
State of Florida

Angel R. Rodriguez
(Signature)
NOTARY PUBLIC
My Commission expires 12/8 2000

FILED
00 JUN 27 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA