

TRANSMITTAL LETTER

P00000069467

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

SUBJECT: Williams Brothers Real Estate Development INC
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

900003330239-1-0

-07/21/00--01001--010

*****87.50 *****87.50

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 of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Horace Colone
Name (Printed or typed)

704 S. Tyndall PKWY
Address

Panama City, Fla. 32404
City, State & Zip

(850) 763 - 1773
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JUL 20 PM 4:17

00 JUL 20 PM 4:04

FILED

RECEIVED

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

Will Wait

ARTICLES OF INCORPORATION
OF
WILLIAMS BROTHERS REAL ESTATE DEVELOPMENT
INCORPORATED

We, the undersigned persons, residents of the State of Florida and citizens of the United States, do hereby associate ourselves together for the purpose of forming a for profit corporation pursuant to Chapter 607, Florida Statutes, and adopt(s) the following articles of incorporation for such corporation.

ARTICLE I Name

The name of the corporation shall be the WILLIAMS BROTHERS REAL ESTATE DEVELOPMENT, Incorporated with its principal place of business at 704 SOUTH TYNDALL PARKWAY, Panama City, Florida 32404, and such other places within or without the United States as may be designated by said corporation. The name of the registered agent at such address is Horace L. Colonel.

ARTICLE II

Duration

The period of duration of this corporation is perpetual, unless dissolved according to law. Corporate existence shall commence upon the filing of this document.

ARTICLE III

Specific and Primary Purposes

The specific and primary purposes for which the corporation is organized will be: To offer national and international trade in oriental setting and flavor; to promote oriental taste in gourmet offerings of quality and quantity; and to continue an on-going sale of superior oriental food.

ARTICLE IV

General objective Purposes

The general and objective purposes of this corporation proposed to be transacted, promoted or carried on is to engage in any lawful practice or activity as authorized by its Articles and By-Laws: and to conduct a business in a profitable and ethical manner complying with local, county and state statutes of law.

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TALLAHASSEE, FLORIDA

ARTICLE V

Powers

This corporation, subject to any limitations provided in the State of Florida Statutes of the corporation(s) certificate of incorporation shall have these powers in furtherance of its corporate purposes:

1. To sue and be sued in all courts and to participate in action and proceedings, whether judicial, administrative, arbitative, or otherwise, in like cases as natural persons.

2. To have a corporate seal and to alter such seal at pleasure and to use it by causing it or a facsimile to be affixed or impressed or reproduced in any manner.

3. To purchase, receive, take by grant, gift, devise, bequest or otherwise lease, or otherwise acquire, own hold, improve, employ, use or otherwise deal in and with, real or personal property, or any interest therein, wherever situated.

4. To sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge, or create a security interest in, all or any of its property, or any interest therein, wherever situated. To take, purchase, receive or dispose of, mortgage, pledge, use and otherwise deal in and with, bonds and other obligations, shares, or other securities or interest issued by others, whether engaged in similar or different business, governmental, or other activities.

5. To make capital contributions or subventions to other not for profit corporations, and to accept subventions and capital from persons and corporations.

6. To merge and consolidate with other corporations both for profit non profit, and not for profit, domestic and foreign.

7. To make contracts, give guarantees and incur liabilities, borrow money at such rate of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge of all of any of its property or any interest therein wherever situated.

8. To lend money, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

9. To manufacture, purchase, or otherwise acquire, and to own,

mortgage, pledge, sell assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

10. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.

11. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

12. To purchase the corporate assets of any other corporation and engage in the same or other character of business.

13. To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

14. To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

15. To conduct the activities of the corporation and have offices and exercise the powers granted by this article in any jurisdiction within or without the United States.

16. To elect or appoint officers, employees and other agents of the corporation, define their duties, fix their reasonable compensation and the reasonable compensation of directors, and to indemnify corporate personnel, such compensation shall be commensurate with services performed:

17. To adopt, amend or repeal by-laws, including emergency by-laws relating to the activities of the corporation, the conduct of its affairs, its rights or powers or the rights or powers of its members, directors or officers.

18. To make donations, irrespective of corporate benefit, for the public welfare or for the community fund, hospital, charitable, education, scientific, civic or similar purposes.

19. To be a member, associate or manager of other corporate activities or to the extent permitted in any jurisdiction to be an incorporator of other corporations.

20. To have and exercise all powers necessary to effect any or all of the purposes for which the corporation is formed.

21. Notwithstanding any of the other provisions of this certificate, the corporation shall not conduct or carry on any unlawful or illegal activities contrary to Statutes of law in any jurisdiction within or without the United States except as may be in furtherance of the specific and primary purposes for which the corporation was formed.

ARTICLE VI

Capital stock

The total authorized capital stock of the Corporation shall be ten million common share of 0.001 value.

ARTICLE VII

Officers

Section 1. PRESIDENT: The President shall preside at all meetings of the Board of Directors, shall appoint committees and shall be as an officer member of such committees and perform such other duties as generally pertain to this office.

Section 2. VICE-PRESIDENT: In the absence of the President, the vice-president shall perform the duties pertaining to the office of President, and shall perform all duties delegated to him by the president.

Section 3. SECRETARY: The Secretary shall be responsible for keeping the minutes of all meetings of the Board of Directors and shall have general charge of the corporate

book and seal of the corporation as well as memberships. He/she shall notify the Board of Directors of all meetings of the Board and take the minutes of such meetings. Those minutes of those meetings shall be read to the next Board of Directors meetings. He/she shall have charge of the contracts of the Corporation.

Section 4. TREASURER: The treasurer shall be responsible for keeping charge of the funds of the corporation and take reports of the receipts and disbursements in such form and manner as the Board may direct. He/she collect or causes to collect all payment, fees owing the corporation, shall keep or cause to kept proper accounts of the corporation. He/she shall pay all bills or cause them to be paid by a properly designated person. All checks shall be counter signed by the President or his designate.

Section 5. The officers shall be elected by the Board of Directors of the corporation at its annual meetings.

ARTICLE VII

Board of Directors

Section 1. The general business affairs of this corporation shall be vested in a Board of Directors, consisting of not less than three (3) and not more than ten (10) members. A director may resign by written notice delivered to the Board of Directors. The initial Directors shall hold office until the first annual meeting of the corporation at which time a Board of Directors shall be elected. The term of Directors thereafter chosen shall be for a period of five (5) years except that the terms of office of persons chosen to fill vacancies arising by reasons of death, resignation or otherwise, shall be for unexpired term of the Director whose place is vacant.

Section 2. The management and administration of the corporation shall be vested in the Board of Directors.

Section 3. The Board of Directors shall be elected by two-thirds quorum vote of the Board of Directors of the

Corporation.

Section 4. If any vacancy occurs in the Board of Directors by reason of death or resignation of one of its members, the President shall appoint a Director to fill such vacancy.

Section 5. The below Directors shall be considered to have and exercised the powers of the following officers and shall continue to do so until the election of the first Board of Directors meeting:

1. Horace L. Colonel - Director
704 S. Tyndall PKWY
Panama City, Florida 32404
2. Kanjane Colonel - Director
704 S. Tyndall PKWY
Panama City, Florida 32404
3. Siun Colonel - Director
704 S. Tyndall PKWY
Panama City, Florida 32404

ARTICLE IX

Meetings

Section 1. There shall be an annual meeting of the members of this corporation at such time as shall be designated in the by-laws of this corporation.

Section 2. The annual meeting of the Board of Directors shall be held each year following the annual meeting of the members. Additional meetings of the Board may be called at any time at the discretion of the President, or upon call by one-third (1/3) of the members of the Board of Directors upon one (1) week's notice to the members of the Board of Directors.

Section 3. All officers shall assume office immediately upon election and shall serve for a period of five (5) years or until their successors are elected.

Section 4. At any Board meetings, a majority of Board members shall constitute a quorum.

Section 5. In case any office becomes vacant by death or resignation the Board of Directors shall elect one (1)

of its members to fill the vacancy, who shall hold such office for the unexpired term.

ARTICLE X

Paid in share

All shares of this Corporation shall be paid in as the Board of Directors may designate and as provided by law, and said shares when issued shall thereupon and thereby be fully paid and non-assessable.

ARTICLE XI

Location

The street address and city of the initial registered office of the corporation shall be: 6145 East Highway 98, Panama City, Florida 32404 and the name of the registered agent at such address is Horace L. Colonel.

ARTICLE XII

Amendments

These articles of Incorporation may be amended by a two-thirds (2/3) quorum vote of the Board of Directors at any regular meeting, provided copies of the proposed amendments have been sent to all members at least one (1) week prior to the meeting at which said amendments are to be considered.

ARTICLE XIII

Distribution of Assets of Dissolution

In the event that the corporation shall be terminated or cease to exist or the purpose of this corporation ceases effectively to be carried out, this corporation may be dissolved and the assets may be distributed by its Board of Directors and members according to existing statutes of law.

ARTICLE XIV

Incorporators

The name and residence of the persons forming this corporation is as follows:

Dated the 20 day of July, 2000

IN WITNESS WHEREOF, the undersigned being the incorporator of this corporation have executed these Articles of Incorporation.

Signature of Incorporator

Horace L. Colonel

STATE OF FLORIDA

COUNTY OF

I, HEREBY CERTIFY that on this day, before me, a Notary Public authorized in the State and County named above to take acknowledgements, personally appeared HORACE Lee Colonel, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he/she subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 20 day of JULY, 2000



Ruth A. Dixon
Commission # CC 741258
Expires June 20, 2002
BONDED THRU
ATLANTIC BONDING CO., INC

Ruth A. Dixon
Notary Public

I, the undersigned, hereby accept the appointment as Registered Agent of the above noted corporation. I am familiar with, and accept the obligations of, Section 607.325 of the Florida Statutes.

Horace Lee

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00 JUL 20 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA