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TRANSMITTAL LETTER

Department of State
Division of Corporations
409 E. Gaines St.
Tallahassee, FL 32399
(850)487-6052

October 23, 2000

900003439259--8

SUBJECT: Ghost Mountain Group, Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

-10/25/00--01071--019

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

Enclosed are an original and one(1) copy of the articles of incorporation and a check for \$87.50 for filing fees, a certified copy, and a Certificate of Status.

☐ \$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:

Vincent E. Roccanova

Name (Printed or Typed)

210-A Bayview Ave.

Address

Boynton Beach, Florida 33435

City, State & ZIP

(561) 585-5017 -or- (561) 707-0344

Daytime Telephone Number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 OCT 25 PM 3:18

FILED

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

/T. Burch OCT 20 2000

**ARTICLES OF INCORPORATION
OF
GHOST MOUNTAIN GROUP, INC.**

**FILED
00 OCT 25 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PREAMBLE

The undersigned, natural person(s), competent to contract, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

ARTICLE I - NAME

1.1 The name of this Florida Corporation shall be **Ghost Mountain Group, Inc.**, (hereinafter, "Corporation").

ARTICLE II - PRINCIPAL OFFICE

2.1 The principal office and mailing address of the Corporation shall be **210-A Bayview Ave.**, in the city of **Boynton Beach**, in the state of **Florida** in the ZIP code of **33435**, in the county of **Palm Beach**.

2.2 The Corporation may establish and maintain other lawful office(s) and/or mailing address(es) for the transaction of business, either within or outside the state of Florida, at such other places as the Board of Directors shall determine from time to time.

ARTICLE III - PURPOSE

3.1 The purpose of the Corporation is to engage in any lawful act or activity permitted under the laws of the United States of America and of the State of Florida, for which a corporation may be organized under Chapter 607, Florida Statutes.

3.2 The purpose of the Corporation shall include, but shall not be limited to, as follows:

(a) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, lease, 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, fraternal benefit society, state fair or exposition, or the practice of a profession.

(b) To conduct businesses in, have one or more offices in, and to buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, Internet domain names, patents, copyrights, trademarks, and licenses, or other intellectual property in the State of Florida and in all other states or countries.

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

(d) To purchase the corporate assets of any other corporation or legal business entity and to 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 capital stock or of any bonds, or securities 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 of the rights, powers, and privileges of ownership, including the right to vote such stock.

3.3 The foregoing purposes and activities will be interpreted as examples only and not as limitations, and nothing therein shall be deemed as prohibiting the Corporation from extending its activities to any related or otherwise permissible lawful business purposes which may become necessary, profitable, or desirable, at the sole discretion of the Board of Directors of the Corporation.

ARTICLE IV – TERMS OF EXISTENCE

4.1 The Corporation shall have perpetual existence beginning October 23, 2000.

ARTICLE V – CORPORATE CAPITALIZATION

5.1 The maximum number of shares of stock which the Corporation is authorized to have outstanding at any time is FIVE THOUSAND (5,000) shares of voting Common Stock, each share having the par value of ONE CENT (\$0.01).

5.2 All or any of the shares of common stock shall be purchasable in cash, real or personal property, labor or services in lieu of cash, or other valuable consideration, the valuation of any of the above to be fixed by the Board of Directors of the Corporation.

5.3 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

5.4 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

5.5 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Directors may deem advisable in connection with such issuance.

5.6 The Board of Directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the Bylaws of the Corporation.

5.7 The Board of Directors of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

5.8 The Board of Directors may, from time to time, by Bylaw provision, by agreement recorded in the minute book, or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may deem appropriate.

ARTICLE VI – INITIAL OFFICERS / DIRECTORS

6.1 The initial officers of the Corporation shall consist of a Board of Directors, a President, a Secretary, and a Treasurer.

6.2 The Corporation will have one(1) Director, initially. The number of Directors may be changed from time to time by an amendment of the Bylaws of the Corporation in the manner provided by law, but shall never be less than one(1).

6.3 The name and street address of the initial Board of Directors is:

Vincent E. Roccanova
210-A Bayview Ave.
Boynton Beach, FL 33435

6.4 The name and street address of the initial Officers is(are):

President:	}	Vincent E. Roccanova
Secretary:		210-A Bayview Ave.
Treasurer:		Boynton Beach, FL 33435

6.5 The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any Directors of the Corporation may also serve the Corporation in any other capacity and receive compensation therefore in any form.

ARTICLE VII – INDEMNIFICATION OF OFFICERS AND DIRECTORS

7.1 The Corporation shall indemnify every and all of the Directors and Officers of the Corporation, or any former Officer or Director, against all expenses and liabilities, including reasonable counsel fees incurred by or imposed upon him or her, to the fullest extent permissible under Florida law in effect on the date hereof and to such greater extent as applicable law may thereafter from time to time permit. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights in which such Officer or Director may be entitled.

ARTICLE VIII – INTENTION OF CORPORATE FORM

8.1 It is the intention of the Board of Directors and Incorporator that this Corporation shall qualify as a "Sub-Chapter S" corporation within the guidelines of the United States Federal Internal Revenue Service rules and regulations.

ARTICLE IX – AMENDMENT

9.1 The Corporation reserves the right to lawfully amend, modify, adopt, or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X – TELEPHONE MEETINGS AUTHORIZED

10.1 The Members of the Board of Directors shall be deemed present at any meeting of the Board of Directors if a conference telephone or similar communications equipment is used by means of which all persons participating in the meeting can hear and be heard by all other persons.

ARTICLE XI – INSPECTION OF BOOKS AND RECORDS

11.1 The Corporation shall from time to time determine whether and to what extent and at what time and place and under what conditions and regulations the accounts and books of the Corporation (other than the stock book) shall be open to inspection of the Shareholders and no Shareholders shall have any right of inspecting any account, book or document of this Corporation except as conferred by Florida statutes, unless authorized by a resolution of the Shareholders or by the Board of Directors.

ARTICLE XII – REGISTERED AGENT AND OFFICE

12.1 The name of the Registered Agent for this Corporation is Vincent E. Roccanova and the Registered Office is located at 210-A Bayview Ave., Boynton Beach, Florida, 33435, or such other person or place as the Board of Directors shall from time to time direct, with appropriate notice being given to the Secretary of State of the State of Florida as in accordance to Florida law.

ARTICLE XIII – INCORPORATOR

13.1 The name and street address of the Incorporator of the Corporation is:

Vincent E. Roccanova
210-A Bayview Ave.
Boynton Beach, FL 33435

ARTICLE XIV – NOTICE OF ARTICLES AND BYLAWS

14.1 The power to adopt, alter, amend, or repeal the Corporation Bylaws shall be vested in the Board of Directors or the Shareholders.

14.2 The provisions of these Articles of Incorporation and amendments thereof and each and every Article and Section thereof, and the provisions of the Bylaws and the Amendments thereof, shall be considered a part of every contract and transaction to which this Corporation shall be a party. Every person, association, corporation, or legal entity dealing with this Corporation is hereby charged with notice and knowledge of the powers and limitations of powers of this Corporation.

IN WITNESS WHEREOF, the Incorporator has executed these Articles of Incorporation this 23rd day of October, 2000.



Vincent E. Roccanova - Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/OFFICE**

CORPORATION:

GHOST MOUNTAIN GROUP, INC.

REGISTERED AGENT/OFFICE:

Vincent E. Roccanova
210-A Bayview Ave.
Boynton Beach, FL 33435

FILED

00 OCT 25 PM 3:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named to act as Registered Agent and to accept service of process for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, I hereby accept the appointment and 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. Furthermore, I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 23 day of October, 2000.



Vincent E. Roccanova
Registered Agent