

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO0000112299

Barlow-Carahan Ventures, Inc.

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

FILED

00 DEC -7 PM 11:06

RECEIVED

00 DEC -7 AM 10:45

✓ Art of Inc. File Cert

LTD Partnership File

Foreign Corp. File

L.C. File

Fictitious Name File

Trade/Service Mark

Merger File

Art. of Amend. File

RA Resignation

Dissolution / Withdrawal

Annual Report / Reinstatement

✓ Cert. Copy

Photo Copy

Certificate of Good Standing

Certificate of Status

Certificate of Fictitious Name

Corp Record Search

Officer Search

Fictitious Search

Fictitious Owner Search

Vehicle Search

Driving Record

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

Courier

Signature

Requested by: LM

Name

Date 12/7

Time 9:41

Walk-In

Will Pick Up

# ARTICLES OF INCORPORATION OF BARLOW-GARAHAN VENTURES, INC.

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

## ARTICLE I - NAME

The name of the corporation is:

**BARLOW-GARAHAN VENTURES, INC.**

## ARTICLE II - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

a) To transact any and all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

## ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having the par value of One (\$1.00) Dollar currency of the United States of America.

Shares may be issued only for a consideration having a value, in the judgment of the Board of Directors, at least equivalent to the full par value of the stock to be issued.

All shares issued shall be fully paid and non-assessable.

Samuel A. Persaud, Esq.  
PERSAUD & DECKER  
1450 Madruga Avenue  
Suite 300  
Coral Gables, FL 33146  
(305) 665-3604

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE IV - PRE-EMPTIVE RIGHTS**

In the event that any authorized, but unissued stock, is to be issued, or any new class of stock shall be created, or the authorized number of shares of any class shall be increased, or any bonds, notes, debentures, or other securities, convertible into stock, are to be issued, the holders of shares of the corporation at the time such authorized, but unissued stock, such new class of stock, or such increase is offered for subscription or such bonds, notes, debentures, or other securities convertible into stock, are offered for sale, shall have the right to subscribe for the share of such authorized, but unissued stock, the shares of such new class of stock, the shares of such increased stock, or to buy such bonds, notes, debentures, or other securities, convertible into stock, before the same is offered for public subscription or sale, in proportion to the number of shares owned respectively by each of the holders of such stock.

#### **ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

#### **ARTICLE VI - ADDRESS**

The initial address of the principal office of this corporation is to be 14 Harbour House, Key Largo, Florida. 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.

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## **ARTICLE VII - DIRECTORS**

The number of directors may be increased from time to time in the manner set forth in the By-laws, but the number of directors shall never be less than one.

## **ARTICLE VIII- INITIAL DIRECTORS**

The name and address of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

<b>STEPHEN R. BARLOW -</b>	<b>14 Harbour House Key Largo, FL 33037</b>
<b>PETER T. GARAHAN -</b>	<b>14 Harbour House Key Largo, FL 33037</b>

## **ARTICLE IX - INITIAL OFFICERS**

The name and address of the first Officers and Directors who shall hold office until their successors are elected or appointed and have qualified, are as follows:

<b>STEPHEN R. BARLOW President/Director</b>	<b>14 Harbour House Key Largo, FL 33037</b>
<b>PETER T. GARAHAN Secretary/Treasurer/Director</b>	<b>14 Harbour House Key Largo, FL 33037</b>
<b>MARYAM A. GARAHAN Vice President</b>	<b>14 Harbour House Key Largo, FL 33037</b>

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#### **ARTICLE X - INCORPORATOR**

The name and street address of the incorporator of these Articles of Incorporation is:

**SAMUEL A. PERSAUD, ESQ.**     -     **1450 Madruga Avenue  
Suite 300  
Coral Gables, FL 33146**

#### **ARTICLE XI - CONFLICT OF INTEREST**

No contract between this corporation and other corporations or another individual shall be invalidated solely by reason of the fact that one or more of the officers or directors of this corporation are officers or directors of the said other corporation, or by reason of the fact that one or more of the officers and directors of this corporation may be the other individual or individuals contracting with this corporation.

#### **ARTICLE XII - AMENDMENT**

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 stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**Samuel A. Persaud, Esq.  
PERSAUD & DECKER  
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### **ARTICLE XIII - ADDRESS OF REGISTERED OFFICE**

The initial street address of the registered office of this corporation is to be 1450 Madruga Avenue, Suite 300, Coral Gables, Florida 33134. The Board of Directors may from time to time, designate such other address and place for the registered office of this corporation as it may see fit.

### **ARTICLE XIV - SERVICE OF PROCESS**

All legal service shall be made upon SAMUEL A. PERSAUD, ESQ., PERSAUD & DECKER, 1450 Madruga Avenue, Suite 300, Coral Gables, Florida 33146.

### **ARTICLE XV - INDEMNIFICATION OF OFFICERS AND DIRECTORS**


Each director and officer of the corporation now or hereafter serving as such, shall be indemnified and be held harmless by the corporation against any and all claims and/or liabilities to which he has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses including legal expenses on appeal matter.

The right of indemnification herein above provided for shall not be exclusive of any rights to which any director or officer of the corporation may otherwise be entitled

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by law.

IN WITNESS WHEREOF, the foregoing Articles of Incorporation were  
executed this 6 day of December, 2000.

By:   
Samuel A. Persaud, Incorporator

STATE OF FLORIDA)  
COUNTY OF DADE )

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of  
December, 2000 by SAMUEL A. PERSAUD. He is personally known to me.

  
NOTARY PUBLIC STATE OF FLORIDA AT LARGE

My Commission Expires:




Samuel A. Persaud, Esq.  
PERSAUD & DECKER  
1450 Madruga Avenue  
Suite 300  
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**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:


FIRST: **BARLOW-GARAHAN VENTURES, INC.**, WITH ITS PRINCIPAL PLACE OF BUSINESS AT, 14 HARBOUR HOUSE, KEY LARGO, STATE OF FLORIDA, HAS NAMED SAMUEL A. PERSAUD, ESQ., LOCATED AT 1450 MADRUGA AVENUE, SUITE 300, CITY OF CORAL GABLES, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS.

DATED: Dec. 6, 2000.

  
Samuel A. Persaud, Incorporator

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.

DATED: Dec. 6, 2000.

By:   
Samuel A. Persaud, Registered Agent  
Florida Bar No: 936881

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