

P00000114082

Transmittal Letter

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

Subject: New filing (for profit corporation); AREA 52 inc 500003441495-7  
-12/08/00-01031-004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Inclosed is an original and one (1) copy of the articles of incorporation and a check for: (\$78.75)

\$35 (filing fee)  
\$35 (designation of Registered Agent)  
\$ 8.75 (certified copies)

From: *Richard L. Meisman*  
Richard L. Meisman  
4911 48<sup>TH</sup> Avenue N.  
St. Petersburg, Florida 33709

727 525 0498

FILED  
00 DEC -8 PM 2:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DeB*  
12/13

**ARTICLES OF INCORPORATION**  
**OF**  
**AREA 52 inc**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons being of lawful age, acting as incorporators organizing a corporation for profit under the Florida Corporation Act, adopt the following Articles of Incorporation:

**ARTICLE I**

***Name***

The corporate name and style shall be "AREA 52 inc".

**ARTICLE II**

***Registered Office.***

The address of the initial registered office of AREA 52 inc is:  
AREA 52 inc  
4911 48<sup>th</sup> Avenue N.  
St. Petersburg, Florida 33709

**ARTICLE III**

***Purpose and Duration***

The period of **duration** of AREA 52 inc shall be perpetual.  
The *nature of the business* and obligations and **purposes** to be transacted, promoted and carried on are to do any or all of the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

1. To conduct, engage in and carry on the general business of:
  - (a) Purchasing or otherwise acquiring, owning, contracting for, investing, leasing, pledging, holding, using, exchanging, managing, developing, selling, encumbering or otherwise disposing of, and generally dealing with and trading in, upon any and all terms, as principal or agent any or all types of properties, of every kind and description tangible or intangible and including, but not limited to, personal property (including but not limited to machinery, vehicles and aircraft), stock, stock rights, options or warrants, debentures, bonds, copyrights, patents and other obligations and securities of corporations or other entities, whether in connection with or incident to or related to foregoing purpose or otherwise.
  - (b) Investing, on behalf of itself or others, in any form, any part of its capital and such additional sums as it may obtain, in any corporation, association, partnership, joint venture, entity, or business venture of any kind or character and otherwise

acquiring an interest in any such business venture as the Board of Directors may from time to time deem convenient or proper, and actively engaging in, promoting, managing, and otherwise protecting and developing any investment or interest acquired, whether in connection with or incident to or related to the foregoing purposes or otherwise.

2. To maintain, improve, repair, dismantle or add value to such personal property for the advancement of the corporation.

3. To do all and everything necessary, suitable, advisable, and convenient for the accomplishment of any of the purposes, or attainment of any of the objectives for the furtherance of any of the powers hereinbefore set forth, either alone or in the association with other corporations, firms, partnerships, individuals, or other entities, and to do every other act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objectives and purposes and any part or parts thereof, which are not forbidden by the Florida Corporation Code, by any other law, or these Articles of Incorporation.

4. To carry out the purposes herein above set forth in any state, territory, district, possession, or other political subdivision of any foreign country to the extent that such purposes are not forbidden by the law of such state, territory, district, possession, dependent, or political subdivision of the United State of America, or by any such foreign country or any such territory, district, possession, or such political subdivision of any such foreign country.

5. The purposes specified herein shall be construed both as purposes and powers and shall be in nowise limited or restricted in use by reference to, or inference from the terms of any of the clauses in this or any other Article, but the purposes and powers specified in the clauses herein shall be regarded as independent purposes and powers, and the enumeration of specific purposes and powers shall not be construed to limit or restrict in any matter the meaning of general terms or of the general powers of AREA 52 inc; nor shall the expression of one thing be deemed to exclude another, although it be of like nature and expression.

6. To enter into, conduct and carry on any lawful business, as an individual would be permitted to do.

7. To pay pensions and establish pensions plans, pension trust, profit sharing plans, stock bonus plans, stock option plans, and

other incentive plans to provide medical service, life, sickness, accident, disability or unemployment insurance, education, housing, transportation, social and recreational services, and other similar aids and service for all or any of the directors, officer, and employees of AREA 52 inc, or of any subsidiary thereof, wholly or partly at the expense of AREA 52 inc.

8. The objectives specified herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms or any other clause or paragraph of these Articles of Incorporation.

#### ARTICLE IV

##### **Capitalization and Capital Stock**

A. *Authorized Shares.* The aggregate number of shares, which AREA 52 inc shall have the authority to issue, is 100 shares of common stock at \$1.00 per share value.

B. *Transfer Restrictions.* AREA 52 inc shall have the right by appropriate action to impose restrictions upon the transfer of any shares of its common stock, or any interest therein, from time to time issued. AREA 52 inc shall retain 'First right of refusal' to obtain shares of any of its common stock offered for sale or transfer. AREA 52 inc shall have 30 days to decide and 60 days to close on a stock buy back. The existing shareholders shall have 'Second right of refusal' and then the general public.

C. *Other Stock Restrictions.* No shareholder, except for AREA 52 inc shall have the right to offer as collateral or pledge any portion of common stock.

D. *Initial Capital.* The initial capital of AREA 52 inc shall not be less than \$600.00.

E. *Cumulative Voting.* The cumulative system of voting for directors or for any other purpose shall not be allowed.

#### ARTICLE V

**Board of Directors.** The exact number of directors shall be fixed, and may be increased or decreased from time to time, in the manner provided for in the By-laws. No such decrease shall have the effect of shortening the term of any incumbent director. Each director shall hold office until the election and qualification of his/her successor or until the earlier resignation, death or removal from office.

All corporate powers shall be exercised by or under the authority of, and the business and affairs of AREA 52 inc shall be managed under the direction of the Board of Directors. The Board of Directors shall elect the officers of AREA 52 inc and assistant officers as the Board of Directors may deem necessary and it shall determine their compensation. All such officers shall have such rank, tenure or office powers by appropriate resolution.

The **Initial Board of Directors** of AREA 52 inc shall consist of one member, who need not be a shareholder of AREA 52 inc and who shall serve as such director until the first annual meeting of the stock holders or until their successors have been elected and qualified to wit:

Richard L. Meisman  
4911 48th Avenue North  
St. Petersburg, Florida 33709

#### ARTICLE VI

##### **Registered Agent**

The name and address of the Initial Registered Agent of AREA 52 inc is:

Richard L. Meisman.  
4911 48th Avenue North  
St. Petersburg, Florida 33709

#### ARTICLE VII

##### **Incorporators**

The names and addresses of the incorporators of AREA 52 inc are as follows:

Richard L. Meisman  
4911 48th Avenue North  
St. Petersburg, Florida 33709

#### ARTICLE VIII

##### **Indemnification**

AREA 52 inc shall indemnify every person who is serving or has served as a director, officer, employee, or an agent of AREA 52 inc or at its request of any other corporation, partnership, joint venture, trust, or other enterprise, in the Corporation Act, subject to the limitation conditions of such indemnification set forth therein, which indemnification shall not affect other rights to which such person may be entitled. Indemnification by AREA 52 inc shall cease at such time that a decision by a court of law orders that such present or past director, officer, employee, or agent is guilty of a crime associated to corporate responsibilities or functions.

### ARTICLE IX

**Transaction** of AREA 52 inc, Directors and Officers.

A. **Corporate Transactions.** No contract or other transaction between AREA 52 inc and any other person, firm, partnership, corporation, trust, joint venture, syndicate, or other entity shall be in any way affected or invalidated solely by reason of the fact that any director or officer of AREA 52 inc is pecuniary or otherwise interested in, or is a director, officer, shareholder, employee, fiduciary, or member of such other entity, or solely by reason of the fact that any director or officer individually, or any entity in which any director or officer is in any way interested, may be a party to or may be interested in a contract or other transaction of AREA 52 inc

B. **Directors and Officers.** The directors and officers of AREA 52 inc may conduct and engage in other businesses or activities or interests not involving AREA 52 inc and shall be under duty to reveal the nature or extent of such business activities or interests.

### ARTICLE X

**Amendments.**

AREA 52 inc reserves the right to amend, alter, change or repeal any provision contained herein, or to add any provision to, its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Florida Corporations Code, and all rights and powers conferred upon directors and shareholders hereby are granted, subject to this reservation. Having been named as registered agent to accept service of process for AREA 52 inc at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

**IN WITNESS WHEREOF**, we the undersigned, being all of the incorporators and registered agent designated in Articles VI and VII of the annexed and foregoing Articles of Incorporation, have executed said Articles of Incorporation as of the 4 day of December, in the year of 2000.

Richard Meisman

Richard Meisman

STATE OF FLORIDA

SS.

COUNTY OF PINELLAS

Richard L. Meisman is of lawful age, being the person whose name is subscribed to the annexed and foregoing AREA 52 inc Articles of Incorporation, appeared before me this 4<sup>th</sup> day of December, in the year of 2000, in person, and being by me first duly sworn, acknowledge that he signed said Articles of Incorporation of their free and voluntary act and deed for the uses and purposes therein set forth, and that the statements therein contained are true to their own knowledge and belief

Stephen R. Cebula  
Notary Public

My Commission expires: 12-17-02



Stephen R Cebula  
My Commission CC797372  
Expires December 17 2002

ACCEPTANCE OF APPOINTMENT  
AS  
REGISTERED AGENT

The undersigned, Richard L. Meisman whose address is:  
4911 48<sup>TH</sup> Avenue N.  
St. Petersburg, Florida,  
hereby accepts his appointment as Registered Agent for this  
corporation, AREA 52 inc.

  
Richard L. Meisman

Before me personally appeared Richard L. Meisman to me well  
known and known to me as the person described here in and who  
executed the foregoing instrument freely and voluntarily.

WITNESS my hand and official this 4<sup>th</sup> day of December in the  
year of 2000.

  
Notary Public

My commission expires: 12-17-02



Stephen R. Cebula  
My Commission CC797372  
Expires December 17 2002

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