

TRANSMITTAL LETTER
P00000115124

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

FILED
00 DEC 18 PM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Celtic Soul Band
(Proposed corporate name - must include suffix)

3000003484613--6
-12/04/00--01078--020
*****78.75 *****78.75

EFFECTIVE DATE
1-1-01

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: Sandy Herravit
Name (Printed or typed)

13666 Little Harbour Ct
Address

Jacksonville, FL 32225
City, State & Zip

904-221-9344
Daytime Telephone number

Sandy GAVE
AUTHORIZATION BY PHONE TO
CORP. CT. ESF. Date
DATE 12-12-00
DOC. EXAM 70

F. CHESSER DEC 18 2000

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



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

December 11, 2000

GARY & SANDY HERRAULT
13666 LITTLE HARBOUR COURT
JACKSONVILLE, FL 32225

SUBJECT: CELTIC SOUL BAND CORPORATION
Ref. Number: W00000029008

We have received your document for CELTIC SOUL BAND CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

You must list the corporation's principal office and/or a mailing address in the document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6972.

Doris Brown
Document Specialist

Letter Number: 000A00062350

*Thank you Doris,
Documents enclosed.*

Sandy Herraault
904-221-9344

ARTICLES OF INCORPORATION
OF
CELTIC SOUL BAND CORPORATION

FILED
00 DEC 18 PM 11:39
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the ages of twenty-one years or more, acting as incorporators of a corporation under the provisions of the statutes of the State of Florida, adopt the following Articles of Incorporation.

ARTICLE I--Name

Effective date
1-1-01

The name of this corporation is the CELTIC SOUL BAND CORPORATION.

ARTICLE II--Duration

The period of duration of the corporation is perpetual. The effective date will be January 1, 2001.

ARTICLE III--Purposes and Powers

Section 1. Purposes. The Corporation is organized for the purpose of engaging in the business of any lawful endeavor allowed under the laws of the State of Florida and the United States of America.

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by Statute.
- (b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is 160 shares, all of which shares shall be with a par value of \$ 100.00 per share.

ARTICLE V--Classes of Shares and Shareholders' Rights

Section 1. Classes of Shares.

(a) All shares shall be of par value.

Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation shall be at par value.

Section 3. Voting Rights.

(a) Common Stock. Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.

(b) Cumulative Voting. At each election of directors, cumulative voting shall be permitted.

Section 4. Pre-emptive Rights.

(a) Common Stock. The holders of the common stock of the corporation shall have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

Section 3. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question.

This section shall not be construed to invalidate any contract or other transaction which would otherwise be invalid under the common and statutory law applicable thereto.

ARTICLE VII--Registered Office and Agent
Principal Office

The address of the initial registered office of the corporation is 13666 Little Harbour Ct., Jacksonville, Florida, 32225 and the name of the initial registered agent of the corporation at such address is Sandy Herrault.

ARTICLE VIII--Board of Directors

The initial Board of Directors shall consist of 4 members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

Robert N. Watson, 6516 Todd Road Jacksonville, Florida, President
Kevin C. Breslin, 12917 Pineburr Lane East, Jax. FL Vice President
Sandy Herrault, 13666 Little Harbour Ct, Jax. FL Secretary and Treasure
Jana Light, 53 Edinbrough Dr. Palm Beach Gardens, FL, Vice President

ARTICLE IX--Incorporators

The names and addresses of the incorporators of the corporation are:

Robert N. Watson, 6516 Todd Road, Jacksonville, Florida, President
Kevin C. Breslin, 12917 Pineburr Lane East, Jax., FL, Vice President
Sandy Herrault, 13666 Little Harbour Ct, Jax., FL, Secretary and Treasurer
Jana Light, 53 Edinbrough Dr, Palm Beach Gardens, FL, Vice President

ARTICLE X--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

ARTICLE XI--Right to Amend

The right is expressly reserved to amend this Article of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of Florida and the rights of all shareholders are expressly made subject to such power of amendment.

EXECUTED on November 8, 2000.

Robert Nicholas Watson

R. N. Watson.
Incorporator

Kevin Charles Breslin

K. C. Breslin
Incorporator

Sandy Herrault

S. Herrault
Incorporator

Jana Light

Jana Light
Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the Corporation is:

Celtic Soul Band

2. The name and address of the registered agent and office is:

Sandy Herrault
(Name)

13666 Little Harbour Ct
(P.O. Box NOT acceptable)

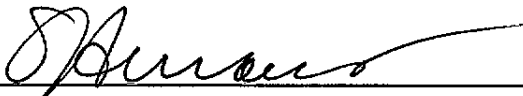
Jacksonville, FL 32225
(City/State/Zip)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 18 PM 11:38

FILED

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


Signature

12/12/00
Date