

# PO1000005062

## TRANSMITTAL LETTER

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

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-01/10/01--01050--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: RAINMAKER RESOURCES.COM, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: STEVEN B. HIGHFILL, CPC  
Name (Printed or typed)

333 First Street North Suite 210  
Address

JACKSONVILLE BEACH, FL 32250  
City, State & Zip

(904) 249-1155  
Daytime Telephone number

FILED  
01 JAN 10 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

**ARTICLES OF INCORPORATION  
OF  
RainmakerResources.com, Inc.**

FILED  
01 JAN 10 PM 3:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I NAME**

The name of the corporation shall be:

RainmakerResources.com, Inc. The duration of the corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

333 First Street North  
Suite 210  
Jacksonville Beach, FL 32250

**ARTICLE III SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Twenty Million (20,000,000) shares of Common Stock ("Common Stock") having no par value per share. The corporation is also authorized to have outstanding at any one time Two Million (2,000,000) shares of Preferred Stock ("Preferred Stock") having no par value per share.

**ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial agent is:

Steven B. Highfill, CPC  
333 First Street North  
Suite 210  
Jacksonville Beach, FL 32250

**ARTICLE V CORPORATE PURPOSES, POWERS AND RIGHTS**

1. The nature of the business to be conducted or promoted and the purposes of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.
2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

## **ARTICLE VI INCORPORATOR(S)**

The name and street addresses of the incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
Steven B. Highfill, CPC	333 First Street North Suite 210 Jacksonville Beach, FL 32250

## **ARTICLE VII BOARD OF DIRECTORS**

1. The number of members of the Board of Directors may be increased or diminished from time to time by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and street addresses of the persons who shall serve as the initial directors of the Corporation until the first annual meeting of the shareholders is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Steven B. Highfill, CPC	333 First Street North Suite 210 Jacksonville Beach, FL 32250
Melvin Gottlieb	4131 Sunbeam Road Jacksonville, FL 32257

## **ARTICLES VIII AMENDMENT**

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## **ARTICLE IX BYLAWS**

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Jacksonville, Duval County, Florida, this 08<sup>th</sup> day of January, 2001.

  
Steven B. Highfill, CPC

I AM FAMILIAL WITH AND ACCEPT THE POSITION  
AS REGISTERED AGENT

**ARTICLE X  
INDEMNIFICATION**

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Steven B. Highfill, CPC

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