

P01000008623

ANVIL FINANCE CORPORATION

2000 Palm Beach Lakes Boulevard  
Suite 777

West Palm Beach, FL 33409

# (800) 423-7788  
January 17, 2001

FILED

01 JAN 19 AM 8:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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-01/19/01--01084--028  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: New Filing

Dear Sir/Madam:

This is a filing for the new corporation identified above. Please find the following enclosed:

1. Two (2) copies of the Articles of Incorporation, which include the Registered Agent Acceptance, and
2. Our check for the filing fee in the amount of \$70.00.

Thank you for your assistance in this matter.

Very truly yours,



Alan Ainsley  
Incorporator

Alan Ainsley GAVE

AUTHORITY BY PHONE TO

FAKED NEW! 1/24/01

DATE

DGC. # 311/24/01

601-1650

FILED

01 JAN 19 PM 3:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**Anvil Finance Corporation**

**FIRST.** The name of the corporation is:

**Anvil Financial Corporation**

**SECOND.** It's registered office in the State of Florida and principal place of business is located at 2000 Palm Beach Lakes Boulevard, Suite 777, West Palm Beach, Florida 33409. This Corporation may maintain an office, or offices, in such other places within or without the State of Florida as may be from time to time designated by the Board of Directors, or by the By-Laws of said Corporation, and that this Corporation may conduct all Corporation business of every kind and nature, including the holding of all meetings of Directors and Stockholders, outside the State of Florida as well as within the State of Florida.

**THIRD.** The objects for which this Corporation is formed are to engage in any lawful activity, including, but not limited to the following:

- (A) Shall have such rights, privileges and powers as may be conferred upon corporations by any existing law.
- (B) May at any time exercise such rights, privileges and powers, when not inconsistent with the purposes and objects for which this corporation is organized.
- (C) Shall have power to have succession by its corporate name for the period limited in its certificate or articles of incorporation, and when no period is limited, perpetually, or until dissolved and its affairs would up according to law.

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- (D) Shall have power to sue and be sued in any court of law or equity.
- (E) Shall have power to make contracts.
- (F) Shall have power to hold, purchase and convey real and personal estate and to mortgage or lease any such real and personal estate with its franchises. The power to hold real and personal estate shall include the power to take the same by devise or bequest in the State of Florida, or in any other state, territory or country.
- (G) Shall have power to appoint such officers and agents as the affairs of the corporation shall require, and to allow them suitable compensation.
- (H) Shall have power to make By-Laws not inconsistent with the constitution or laws of the United States, or of the State of Florida, for the management, regulation and government of its affairs and property, the transfer of its stock, the transaction of its business, and the calling and holding of meetings of its stockholders.
- (I) Shall have power to wind up and dissolve itself, or be wound up or dissolved.
- (J) Shall have power to adopt and use a common seal or stamp, and alter the same at pleasure. The use of a seal or stamp by the corporation on any corporate documents is not necessary. The corporation may use a seal or stamp, if it desires, but such use or nonuse shall not in any way affect the legality of the document.
- (K) Shall have power to borrow money and contract debts when necessary for the transaction of its business, or for the exercise of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures, and other obligations and evidences of indebtedness, payable at a specified time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or otherwise, or unsecured, for money borrowed, or in payment for property purchased, or acquired, or for any other lawful object.

- (L) Shall have power to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or evidences of the indebtedness created by, any corporation or corporations of the State of Florida, or any other state or government, and, while owners of such stock, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote, if any.
- (M) Shall have power to purchase, hold, sell and transfer shares of its own capital stock, and use therefor its capital, capital surplus, surplus, or other property or fund.
- (N) Shall have power to conduct business, have one or more offices, and hold, purchase, mortgage and convey real and personal property in the State of Florida, and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia, and any foreign countries.
- (O) Shall have power to do all and everything necessary and proper for the accomplishments of the objects enumerated in its certificate or articles of incorporation, or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the certificate or articles of incorporation of the corporation, or any amendment thereof.
- (P) Shall have power to make donations for the public welfare or for charitable, scientific or educational purposes.
- (Q) Shall have power to enter into partnerships, general or limited, or joint ventures, in connection with any lawful activities, as may be allowed by law.

**FOURTH.** That the total number of common stock authorized that may be issued by the corporation is TWENTY FIVE THOUSAND (25,000) shares of stock without nominal par value and no other class of stock shall be authorized. Said shares

may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors.

**FIFTH.** The governing board of this corporation shall be known as directors, and the number of directors may from time to time be increased or decreased in such manner as shall be provided by the By-Laws of this Corporation, providing that the number of directors shall not be reduced to fewer than one (1).

The name and post office address of the first Board of Directors shall be one (1) in number and listed as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Alan Ainsley	2000 Palm Beach Lakes Boulevard Suite 777 West Palm Beach, FL 33409

**SIXTH.** The capital stock, after the amount of the subscription price, or par value, has been paid in, shall not be subject to assessment to pay the debts of the corporation.

**SEVENTH.** The name and post office address of the Incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Alan Ainsley	2000 Palm Beach Lakes Boulevard Suite 777 West Palm Beach, FL 33409

**EIGHTH.** The resident agent for this corporation shall be:

**CLAUDIA CAPLAN**

The address of said Agent, and the registered or statutory address of this corporation in the State of Florida, shall be:

2000 Palm Beach Lakes Boulevard  
Suite 777

West Palm Beach, FL 33409

**NINTH.** The corporation is to have perpetual existence.

**TENTH.** In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

Subject to the By-Laws, if any, adopted by the Stockholders, to make, alter or amend the By-Laws of the Corporation.

To fix the amount to be reserved as working capital over and above its capital stock paid in; to authorize and cause to be executed, mortgages and liens upon the real and personal property of this Corporation.

By resolution passed by a majority of the whole Board, to designate one (1) or more committees, each committee to consist of one or more of the Directors of the Corporation, which, to the extent provided in the resolution, or in the By-Laws of the Corporation, shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation. Such committee, or committees, shall have such name, or names as may be stated in the By-Laws of the Corporation, or as may be determined from time to time by resolution adopted by the Board of Directors.

When and as authorized by the affirmative vote of the Stockholders holding stock entitling them to exercise at least a majority of the voting power given at a Stockholders meeting called for that purpose, or when authorized by the written consent of the holders of at least a majority of the voting stock issued and outstanding, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchises, upon such terms and conditions as its Board of Directors deems expedient and for the best interests of the Corporation.

**ELEVENTH.** No shareholder shall be entitled as a matter of right to subscribe for or receive additional shares of any class of stock of the Corporation, whether now or hereafter authorized, or any bonds, debentures or securities convertible into stock, but such additional shares of stock or other securities convertible into stock may be issued or disposed of by the Board of Directors to such persons and on such terms as in its discretion it shall deem advisable.

**TWELFTH.** No director or officer of the Corporation shall be personally liable to the Corporation or any of its stockholders for damages for breach of fiduciary duty as a director or officer involving any act or omission of any such director or officer: provided, however, that the foregoing provision shall not eliminate or limit the liability of

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a director or officer (I) for acts or omissions which involve intentional misconduct, fraud or a knowing violation of law. Any repeal or modification of this Article by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director or officer of the Corporation for acts or omissions prior to such repeal or modification.

**THIRTEENTH.** This Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by the Articles of Incorporation, and all rights conferred upon Stockholders herein are granted subject to this reservation.

I, **THE UNDERSIGNED**, being the Incorporator hereinbefore named for the purpose of forming a Corporation pursuant to the General Corporation Law of the State of Florida, do make and file these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 17<sup>th</sup> day of January, 2001.



Alan Ainsley

FILED  
 01 JAN 19 AM 8:30  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

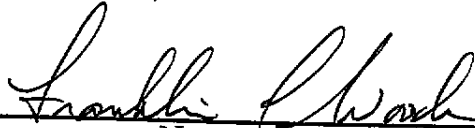
STATE OF FLORIDA )  
 ) SS:  
 COUNTY OF PALM BEACH)

On this 17<sup>th</sup> day of January, 2001, before me, the undersigned, a Notary Public in and for the State of Florida, personally appeared:

Alan Ainsley

Known to me to be the person whose name is subscribed to the foregoing document and who acknowledged to me that he executed the same.

(Seal)  Franklin C. Woods  
 MY COMMISSION # CC877551 EXPIRES  
 October 15, 2003  
 BONDED THRU TROY FAIR INSURANCE, INC

  
 Notary Public

**Acceptance By Registered Agent:**

I, Claudia Caplan, hereby accept the responsibilities of Resigistered Agent for the above named Corporation.

  
 Claudia Caplan