

TRANSMITTAL LETTER

PO1000034707

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

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*****87.50 *****87.50

SUBJECT: MONTANA DEVELOPMENT, 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 \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: RICHARD J. THOMAS
Name (Printed or typed)

731 RIVERBEND BLVD.
Address

LONGWOOD, FL. 32779
City, State & Zip

(407) 467-4479
Daytime Telephone number

2001 APR -2 AM 11:57
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

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

4/5/01

EFFECTIVE DATE

4/15/01

FILED

CERTIFICATE OF INCORPORATION

2001 APR -2 AM 11:57

OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

MONTANA DEVELOPMENT, INC.

I, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

MONTANA DEVELOPMENT, INC.

ARTICLE II

The principal office of this corporation shall be located at 731 Riverbend Blvd., Longwood, Florida, 32779, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE III

This corporation may conduct or engage in any activity or business now or hereafter permitted under the laws of the State of Florida and of the United States.

ARTICLE IV

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine and to hold the same in its treasury to be thereafter sold, issued

or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock so purchased and acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or by a majority of the stockholders.

ARTICLE V

To conduct its business or any part or parts thereof in the United States of America, or either of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to place. To have one or more offices or agencies, and keep such books of the company outside of the United States as are not required by law to be kept within this state.

ARTICLE VI

To do all and everything necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereto, or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

ARTICLE VII

The authorized capital stock of this corporation shall consist of seven thousand (7,000) shares of common stock, with par value of One and No/100 (\$1.00) Dollar per share. Such stock shall possess and exercise exclusive voting rights, All such stock shall be fully paid and nonassessable.

Said Common Capital Stock may be paid for in cash or may be paid for in labor or services, or in real estate or in personal property at a fair valuation placed thereon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation or any part thereof for such consideration as it may deem equivalent to or in excess of the par value thereof.

The holders of common shares shall have preemptive rights to purchase any shares of the corporation hereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VIII

This corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE IX

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) nor more than nine (9) members, as fixed from time to time by the By-Laws of the corporation. The Board of Directors shall be elected by the Stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE X

The name and post office address of the first Board of Directors of this corporation, who shall hold office until his successor is elected and qualified shall be:

<u>Name</u>	<u>Address</u>
Richard J. Thomas	731 Riverbend Blvd. Longwood, Fl. 32779

ARTICLE XI

The name and post office address of the person signing this Certificate of Incorporation as a subscriber is:

<u>Name</u>	<u>ADDRESS</u>
Richard J. Thomas	731 Riverbend Blvd. Longwood, Fl. 32779

ARTICLE XII

In furtherance, and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

A. In the purchase or acquisition of property, business, rights, or franchise, or for additional working capital, or for any other in or about its business or affairs, and without limit as to amount, the corporation shall have the power and authority to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of all kinds whether secured by mortgage, pledge, deed of trust, or otherwise.

B. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors.

Meetings of directors and of stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereto, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

C. The number of directors of the corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as shall be provided by the By-Laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of the directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

D. The corporation, in its By-Laws, may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the statutes.

E. It shall not be necessary for any officer of the corporation to be a director, or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws provide, and the manner of calling meetings of stockholders and directors may be fixed by the By-Laws.

G. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

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

ARTICLE XIII

Each director and officer, in consideration of his services, shall be indemnified, whether then in office or

not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advise concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or omission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The forgoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XIV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association, or corporation in which he may be in anyway interested.

ARTICLE XV

The date of the commencement of the corporate existence of this corporation shall be April 15, 2001.

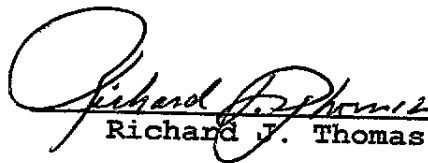
ARTICLE XVI

Montana Development, Inc., desiring to organize under the laws of the State of Florida, has named Richard J. Thomas, located at 731 Riverbend Blvd., City of Longwood, 32779, County of Seminole, State of Florida, as its agent, Incorporator, to accept services of process within the state.

ARTICLE XVII

Having been named to accept services of process for MONTANA DEVELOPMENT, INC., located at 731 Riverbend Blvd., City of Longwood, 32779, County of Seminole, State of Florida; Richard J. Thomas hereby accepts to act as Registered Agent and agrees to comply with the provision of said act relative to keeping open said office.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to this Certificate of Incorporation and to the capital stock of MONTANA DEVELOPMENT, INC. as herein set forth, does hereby make and file this Certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly, I have hereunto set my hand and seal this March 30, 2001.


Richard J. Thomas

STATE OF FLORIDA)
 : SS.
COUNTY OF SEMINOLE)

SECRETARY OF STATE
TALLAHASSEE FLORIDA

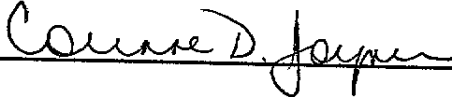
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BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, this day personally appeared Richard J. Thomas, to me known and known to be the person who subscribed to and signed the above and foregoing Certificate of Incorporation, and he, being by me

first duly sworn, acknowledged and stated that he made and subscribed the above and foregoing Certificate of Incorporation for the uses and purposes therein expressed, and that the facts therein stated are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 30th day of March, 2001.



Notary Public, State of Florida

CORINNE D. JOYNER
Notary Public, State of Florida
My Comm. exp. Aug. 31, 2004
Comm. No. CC 964857