

TRANSMITTAL LETTER

Pol000037828

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

SUBJECT: McIntosh Ventures, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300004016383--1
-04/18/01--01082--008
*****87.50 *****87.50

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: Stephen McIntosh
Name (Printed or typed)

748 Lagoon Dr.
Address

North Palm Beach, FL 33408
City, State & Zip

561-317-4767
Daytime Telephone number

Stephen McIntosh GAVE
AUTHORIZATION BY PHONE TO
CORRECT Ra acceptance
DATE 4-19-01
DOC. EXAM aj

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

FILED
01 APR 18 PM 2:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

gk 4/19

ARTICLES OF INCORPORATION
of
MCINTOSH VENTURES, INC.

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is McIntosh Ventures, Inc.

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

748 Lagoon Drive
North Palm Beach, FL 33408

ARTICLE III
SHARES

The total number of shares which the corporation shall have authority to issue is 1000 shares with a par value of \$0.01 per share.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Stephen McIntosh
McIntosh Ventures, Inc.
748 Lagoon Drive
Palm Beach County
North Palm Beach, FL 33408

FILED
01 APR 18 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

Stephen McIntosh
748 Lagoon Drive
North Palm Beach, FL 33408

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this

corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

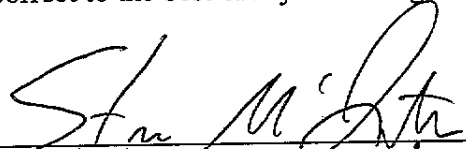
Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to deeds, mortgages, and other instruments affecting or relating to real estate.

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

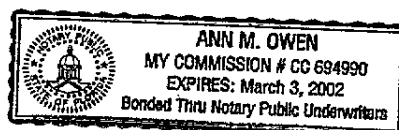
*I accept the duties of
Registered Agent.*


Stephen McIntosh, Incorporator
748 Lagoon Drive
North Palm Beach, FL 33408
Registered Agent

State of Florida, County of Palm Beach County, ss:

Subscribed and sworn to (or affirmed) before me this 13th day of April, 2001 appeared Stephen McIntosh who is personally known to me.


Notary Public



FILED
01 APR 18 PM 2:02
CLERK OF STATE
TALLAHASSEE, FLORIDA