

FD10000083/22

FILED

## TRANSMITTAL LETTER

01 AUG 22 PM 3:22

SECRETARY OF STATE  
TALLAHASSEE, FLORIDADepartment of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314700004548317--9  
-08/22/01--01060--005  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT:

G25 USA, 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:

Kimberly A. Colgate  
Name (Printed or typed)7711 Holiday Drive  
AddressSARASOTA, FL 34231  
City/State & Zip941-927-2996  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**OF**  
**G25USA, INC.**

**FILED**  
**01 AUG 22 PM 3:22**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned, for the purpose of forming and organizing a corporation for profit under the provisions of the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is G25USA, INC.

**ARTICLE II - PURPOSE**

The corporation is authorized to engage in any lawful business activity.

**ARTICLE III - PRINCIPAL OFFICE**

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

7709 HOLIDAY DRIVE  
SARASOTA, FL 34231

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue 7,500,000 shares of Class A common stock having no par value and 2,500,000 shares of Class B common stock having no par value. Each share of common stock shall entitle the holder thereof to one vote on each matter considered at any stockholder's meeting, except for the selection and election of the Board of Directors. Each share of Class A common stock shall entitle the holder to one vote on all matters relating to the number, selection and election of Board of Directors. Each share of Class B common stock shall entitle the holder to four votes on all matters relating to the number, selection and election of Board of Directors. Said shares shall be paid for in lawful money of the United States of America, or in property, labor or services rendered at a just valuation to be fixed by the Board of Directors and said share shall be deemed fully paid and nonassessable. The Corporation elects to have preemptive rights.

## **ARTICLE V - DURATION**

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

## **ARTICLE VI - SHAREHOLDER VOTING REQUIREMENTS**

When a quorum exists at any meeting of the Shareholders, action on a matter, other than the election of Directors, is approved if the votes cast by the holders of not less than a majority of the shares represented at such meeting, and entitled to vote on the subject matter favor the action.

## **ARTICLE VII - DIRECTORS**

This corporation shall have an initial Board of Directors consisting of three directors, whose name and street address is as follows:

MARK HEWITT  
7709 HOLIDAY DRIVE  
SARASOTA, FL 34231

FRED WEISMILLER  
305 Woodridge Drive  
Port Ludlow, WA 98365

CHANG SOO KIM  
Se-jong Bldg.  
89-9 Kalwol-Dong  
Youngsan-GU  
Seoul, Korea

## **ARTICLE VIII - INCORPORATOR**

The name and address of the incorporator of this corporation is as follows:

MARK HEWITT  
7709 HOLIDAY DRIVE  
SARASOTA, FL 34231

## **ARTICLE IX - BYLAWS**

The original Bylaws of this corporation shall be made, prepared and adopted by a majority vote of the initial Board of Directors as named herein. Thereafter, the Board of Directors, and the shareholders, shall have authority to adopt, amend, change, repeal or enlarge Bylaws as provided in the Bylaws from time to time.

## **ARTICLE X - INDEMNIFICATION**

Subject to the laws of the State of Florida, this corporation shall indemnify and hold harmless its officers and directors of and from any suits, actions, or judgments either civil or criminal arising out of any act alleged to have been committed by such person in his capacity as an officer or director if such officer or director acted in good faith and in the reasonable belief that such action was in the best interest of the corporation and in the event of criminal allegations without reasonable ground for belief that such action was unlawful. The corporation shall pay all costs, legal expenses, and other charges that said officers and directors may incur in the defense of any claim, suit or action that may be instituted against said officers in their individual capacity. It is the express purpose and intent that the corporation shall hold its officers and directors harmless for any action taken by them on its behalf to the full extent and limit permitted by law.

## **ARTICLE XI - PRINCIPAL OFFICE AND REGISTERED AGENT**

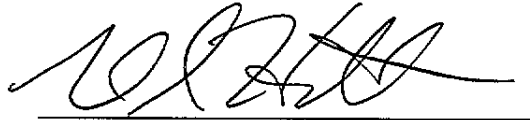
This corporation has named:

KIMBERLY A. COLGATE

as its agent to accept service of process within the State. Her address is:

7711 Holiday Drive  
Sarasota, Florida 34231  
(941) 927-2996

IN WITNESS WHEREOF, the undersigned incorporator, MARK HEWITT, has executed the foregoing Articles of Incorporation effective this 20<sup>th</sup> day of August, 2001.

A handwritten signature in black ink, appearing to read 'Mark Hewitt', written over a horizontal line.

MARK HEWITT, Incorporator  
G25USA, INC.

IN WITNESS WHEREOF, the undersigned, Kimberly A. Colgate, has agreed to serve and accept service of process within the State.

Dated: 20<sup>th</sup> day of August, 2001.

A handwritten signature in black ink, appearing to read 'Kimberly A. Colgate', written over a horizontal line.

KIMBERLY A. COLGATE  
Registered Agent  
G25USA, INC.