

TRANSMITTAL LETTER

P02000003938

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

RECEIVED
AND
FILED
JAN 11 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: Catalyst Seminars + Speakers
(Proposed corporate name - must include suffix)

000004769900--4
-01/11/02-01056--004
*****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: Aitha E. Manning
Name (Printed or typed)

2607 So Hannon Hill Dr
Address

Tallahassee, FL 32309
City, State & Zip

850-861-2467
Daytime Telephone number

RECEIVED
JAN 11 PM 2:15

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

[Handwritten signature]

CATALYST SEMINARS & SPEAKERS, INC.

ARTICLES OF INCORPORATION

The undersigned acting as Incorporator of a corporation under the Florida General Corporation Act Chapter 607 Florida Statutes adopts the following Articles of Incorporation for such corporation:

APPROVED
AND
FILED
02 JAN 11 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. **NAME.** The name of this corporation is Catalyst Seminars & Speakers, Inc.
2. **DURATION.** The period of its duration is perpetual.
3. **PURPOSE.** To provide seminars and institutes for professional, civic and social groups and to serve as a broker for keynote speakers.
4. **CAPITAL STOCK.** The corporation is authorized to issue 5,000,000 shares, all of one class, at \$1.00 par value.
5. **INITIAL REGISTERED OFFICE AND AGENT.** The name and address of the initial registered agent and office of this corporation are as follows:

<u>Name</u>	<u>Address</u>
Altha F. Manning	2607 S. Hannon Hill Drive Tallahassee, FL 32308

Also principal office address.

6. **INITIAL BOARD OF DIRECTORS.** This corporation shall have one director initially. The number of directors may be either increased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one.

The names and addresses of the initial director(s) of this corporation are:

<u>Name</u>	<u>Address</u>
Altha F. Manning	2607 S. Hannon Hill Drive Tallahassee, FL 32308

7. **INCORPORATOR.** The name and address of the Incorporator signing these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Altha F. Manning	2607 S. Hannon Hill Drive Tallahassee, FL 32301

8. **AMENDMENT OF ARTICLES.** This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.
9. **Nonresident DIRECTORS.** Directors need not be residents of this state or shareholders unless Articles of Incorporation or Bylaws so require.
10. **DIRECTORS' AUTHORITY TO FIX COMPENSATION.** Directors shall have authority to fix the compensation unless otherwise provided in Articles of Incorporation or Bylaws.
11. **PRE-EMPTIVE RIGHTS.** Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ration that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-emptive within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.
12. **DIRECTOR CONFLICT OF INTEREST.**
 - A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:
 - i. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purposes without counting the vote or votes of such interested director or directors; or
 - ii. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

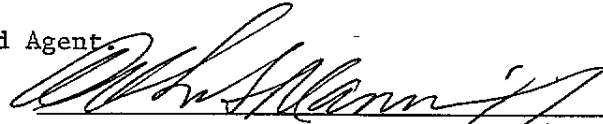
- iii. if the contract or transaction is fair and reasonable as to the corporation at the time, it is approved by the board, a committee or the shareholders.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.
- 13. **INDEMNIFICATION.** The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.
- 14. **VOTING LISTS.** The officer or agent having charge of the stock transfer books for shares of a corporation shall make, at least ten (10) days before each meeting of shareholders, a complete list of the shareholders entitled to vote at such meeting or any adjournment thereof, with the address of and the number and class and series, if any, of shares held by each. Such list shall be kept on file at the office of the corporation, or at the transfer agent or registrar of the corporation for a period of ten (10) days prior to such meeting, and shall be subject to inspection by any shareholder at any time during usual business hours. Such list shall be also produced and kept open at the time and place of the meeting and shall be subject to the inspection of any shareholder at any time during the meeting.
- 15. **INFORMAL ACTION OF DIRECTORS.** If all the directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.
- 16. **ARTICLES OF DISSOLUTION OR LIQUIDATION.** In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors and holders of shares of Preferred Stock, the holders of Common Stock shall be entitled to receive all of the remaining assets of the Corporation in whatever kind available for distribution ratably in proportion to the number of shares of said Common Stock held by them respectively. The Board of Directors may distribute in kind to the holders of Common Stock such remaining assets of the Corporation or in the alternative, may sell, transfer, or otherwise dispose of all or any part of such remaining assets to any other corporation, individual, trust, or other entity and receive payment for such assets in cash, stock, or obligations of such other individual, corporation, or entity and may sell all or any part of the consideration received therefor and distribute the balance thereof in kind to the holders of Common Stock.

The merger or consolidation of the Corporation into or with another corporation, or any purchase or redemption of shares of the Corporation of any class shall not

be considered as a dissolution, liquidation, or winding up of the Corporation for the purposes and intent of this paragraph.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 10th day of, 2002

I hereby accept designation of Registered Agent.


Altha F. Manning, Incorporator / Registered Agent


STATE OF FLORIDA
COUNTY OF LEON

BEFORE ME, the undersigned authority, personally appeared ALTHA F. MANNING to me known to be the persons who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that she executed such instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
10th day of, JANUARY, 2002.



Doby Lee Flowers
MY COMMISSION # CC941866 EXPIRES
June 16, 2004
BONDED THRU TROY FAIN INSURANCE, INC.


Notary Public

APPROVED
AND
FILED
02 JAN 11 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA