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TRANSMITTAL LETTER

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CLERK OF STATE
DIVISION OF CORPORATIONS
02 AUG 20 PM 2:03

Department of State
Division of Corporations
Post Office Box 6327

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

SUBJECT: BASES ENTERPRISES, INC.

Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

\$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

FROM: Judson L. Gambles
14 Washington Avenue
Orlando, FL 32810

(407) 493-8970

5/27

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

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DIVISION OF CORPORATIONS

ARTICLE I

Name

The name of the corporation is BETTER ATTITUDES of STRATEGIC ECONOMIC SUCCESS ENTERPRISES, INCORPORATED, which is hereinafter shall be referred to and known as "BASES Enterprises, Inc.", "BASES Enterprises Corporation", and/or "The BASES Enterprises Incorporated".

ARTICLE II

Principal Office

The principal place of business address is 14 Washington Avenue, Orlando, in Orange County Florida 32810. The mailing address of the corporation shall be Post Office Box 561072, Orlando, Florida 32856-1072.

ARTICLE III

Purpose

The purpose for which the corporation is organized shall be as follows:

a) To engage in and conduct any legal business activity, service, promotion or production consistent with this corporation's goals of economic development.

- I. Residential and commercial real estate development and construction.
- II. Wholesale and retail automobile sales.
- III. Communication productions, services, and/or sales for audio, video and/or voice mediums in the radio, television, telephone, cellular, digital, and analog arenas.

b) To institute and conduct positive, progressive programs, projects, and/or workshops in order to achieve this organization's goals of individual and community enhancement.

c) To invest the revenues, earnings, proceeds, and/or profits of the corporation in domestic or foreign diversified business enterprises, stocks, bonds, futures, stock options, index options, futures options, commodities, currencies and real estate ventures for the pecuniary benefit of its shareholders.

d) To provide its shareholders with various social and personal benefits to include but are not limited to the following:

- I. Cooperative shareholder and employee group discounts.
- II. Cooperative shareholder and employee group insurance.
- III. Personal development programs and activities for shareholders and employees.

- IV. Long-term retirement benefits via investments for its shareholders and employees.

ARTICLE IV

Shares

The total quantity of shares of corporate stock is five million (5,000,000) shares with a par value of five dollars per share. The common stock shall consist of a total of two million (2,000,000) shares and shall be:

- I. Entitled to unlimited voting rights, and
- II. To receive the net assets of the corporation upon dissolution.

The corporation shall also be entitled to issue three million (3,000,000) shares of preferred stock.

- I. The preferred shares have no voting rights, except to the extent prohibited by this act;
- II. Are redeemable or convertible as specified in the articles of incorporation.
 - 1. At the option of the corporation, the share holder, or another person or upon the occurrence of a designated event;
 - 2. For cash, indebtedness, securities, or other property; or
 - 3. In a designated amount or in an amount determined in accordance with a designated formula or by reference to extrinsic data or events;
- I. Entitle the holders to distributions calculated in any manner, including dividends that may be cumulative, non-cumulative, or partially cumulative;
- II. have preference over any other class of shares with respect to distributions, including dividends and distributions upon the dissolution of the corporation.
- III. The description of the designations, preferences, limitations, and relative rights of share classes in subsection (3) is not exhaustive.

ARTICLE VI

Annual Accounting

Each calendar year the board of directors shall cause to be created, a full and complete account of the financial condition of the corporation and it shall be furnished to the stockholders in its annual report.

ARTICLE V

Director and Officers

All corporate powers of BASES Enterprises, Inc. shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of, its board of directors, subject to any limitation set forth below or in an agreement authorized under s.607.0732.

Meetings

Periodic meetings shall be held as determined by the board of directors of the corporation and shall be held at the location(s) cited in the organization's statement of policies on the day(s) and time(s) set forth.

Qualifications of Directors

Directors must be natural persons who are 18 years of age or older but need not be residents of the State of Florida.

Number of Directors

1. The board of directors shall consist of seven individuals.
2. The number of directors may be increased or decreased from time to time by amendment to, or in the manner provided the Bylaws.
3. Directors are elected at the first annual shareholders' meeting and at each annual meeting thereafter unless their terms are staggered under s. 607.0806

Election of Directors

The directors of the board shall be elected by holders of voting class corporate stock. The terms of office and voting powers of the directors elected in the manner provided in the corporate bylaws and may be greater than or less than those of any other director or class of directors.

Staggered Terms for Directors

The directors of the Corporation organized under this act shall by an initial bylaw be divided into three classes with the number of directors in each class being as nearly equal as possible; the term of office of those of the first class to expire at the annual meeting next ensuing; of the second class one (1) year thereafter; of the third class two (2) years thereafter; and at each annual election held after such classification and election, directors shall be chosen for a full term, as the case may be, to succeed those whose terms expire. If the directors have staggered terms, then any increase or decrease in the number of directors shall be so apportioned among the classes as to make all classes as nearly equal in number as possible.

Removal of Directors

1. Any director may be removed by agreement of the stockholders whose shares total a majority of the value of all shares held in the corporation. Written notice of a meeting where removal of a director is to be considered shall include a specific reference to this matter.
2. The shareholders may remove one or more directors with or without cause.
3. A director may be removed by the shareholders at a meeting of shareholders, provided the notice of the meeting states that the purpose, or one of the purposes, of the meeting is removal of the director.

ARTICLE VII

Bank Account

The initial board of directors of the corporation shall select a bank for the purpose of opening a bank account. Funds in the bank account shall be withdrawn by checks signed by the Treasurer and President of the corporation.

ARTICLE VIII
Brokerage Account.

The corporation may select a broker and enter into such agreements with the broker as required for the purchase or sale of securities. Securities owned by the corporation shall be held in the name of the corporation unless another name shall be designated by resolution of the board of directors.

When it becomes necessary for the corporation or transfer agent to be called upon to transfer any securities to or from the name of the corporation it shall be by the individual designated by resolution of the board of directors.

At the time of a transfer of securities, the corporation or transfer agent is entitled to assume (1) that the corporation is still in existence, and (2) that this Article is in full force and effect and has not been amended unless the corporation or transfer agent has received written notice or a resolution from the board of directors to the contrary.

ARTICLE IX
No Compensation.

No director shall be compensated for services rendered to the corporation, except when and where employed as an officer of the corporation or has been employed to fulfill a specific role, service, and/or duty on behalf of the corporation, or has incurred expenses that are directly related to the performance of services as a director then he/she shall receive reimbursement for expenses.

ARTICLE X
Initial Officers/Directors

The name(s), address(es) and title(s):

Judson L. Gambles, President
214 Jemond Court
Orlando, FL 32835

Johnny J. Jones, Vice President
4483 Evers Place
Orlando, FL 32811

Glinnie I. Jones, Treasurer
4483 Evers Place
Orlando, FL 32811

Mechelle R. Ross, Secretary
4483 Evers Place
Orlando, FL 32811

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ARTICLE XI

Registered Agent

The name and Florida street address of the registered agent is:

Judson L. Gambles
214 Jemond Court
Orlando, FL 32835

ARTICLE XII

Incorporator

The name and address of the Incorporator is:

Glinnie I. Jones
4483 Evers Place
Orlando, FL 32811

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Judson L. Gambles 8-16-02
Signature/Registered Agent Date

Glinnie I. Jones
Signature/Incorporator Date