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DIVISION OF CORPORATIONS

3.SMI/11 DEC 11 2002

## ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

## CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- H L D ENTERPRISES, INC.
- 2-
- 3-
- 4-

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
H L D ENTERPRISES, INC.**

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The undersigned, subscriber to these Articles of Incorporation, each a natural person competent to contract, hereby associate ourselves to form a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is H L D ENTERPRISES, INC.

**ARTICLE II - NATURE OF BUSINESS**

This corporation is organized for the purpose of operating automotive care service and any other lawful business, including, but not limited to:

(a) To acquire by purchase, lease or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances and to manage, operate, lease, rent, rebuild, enlarge, alter or improve any buildings, or other structures, now or hereafter erected on any lands so owned, held, or occupied and to encumber or dispose of any lands owned, held, or occupied and to encumber or dispose of any lands or interest in lands and any building or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(b) To acquire, by purchase, lease, manufacture or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time held, owned or occupied by the corporation and to invest, trade, and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.

(c) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

(d) To purchase the corporate assets of any other corporation and engage in the

same or other character of business.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida or any other state or government and while owner of such stock to exercise all the right, powers, and privileges of ownership, including the right to voter such stock.

(f) To enter into, make, perform and carry out contracts and agreements of every kind, for any lawful purpose, without limit as to amount, with any person, firm, association or corporation; and to transact any further and other business necessarily connected with the purposes of this corporation or calculated to facilitate the same.

(g) To carry on any and all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restrictions as to place or amount; and to have, use exercise and enjoy all of the general powers of like corporation.

(h) To engage in any and all lawful business, trades occupations and professions.

(i) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, alone, or in company with others, and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying out any of the business or acts above-named.

The intention is that none of the objects and powers as herein set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference or inference from the terms of any other objects, powers or clauses of this Article or another Article; but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock which stock shall have a \$1.00 par value.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

### **ARTICLE IV - TERM OF EXISTENCE**

**ARTICLE V - ADDRESS**

The initial street address of the principal office of this corporation is 1255 State Road 436, Altamonte Springs, FL 32701. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE VI - DIRECTORS**

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time by the By-Laws.

**ARTICLE VII - INITIAL DIRECTORS**

The name and street address of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
HARRY DURAN	3063 Heron Lake Drive Apt. F Kissimmee, FL 34741
LINDA A. DURAN	3063 Heron Lake Drive Apt. F Kissimmee, FL 34741

**ARTICLE VIII - SUBSCRIBERS**

The name and address of the subscriber to these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
HARRY DURAN	3063 Heron Lake Drive Apt. F Kissimmee, FL 34741

**ARTICLE IX - INITIAL REGISTERED  
OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1255 State Road 436, Altamonte Springs, FL 32701, and the name of the initial registered agent of this corporation at said address is HARRY DURAN.

corporation at said address is HARRY DURAN. —

#### **ARTICLE X - EFFECTIVE DATE**

These Articles of Incorporation shall be effective as of the date of signing of these Articles.

#### **ARTICLE XI - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE XII - BY-LAWS**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the Shareholders. —

#### **ARTICLE XIII - INDEMNIFICATION**

This corporation shall indemnify any officer or director and any former officer, or director, to the full extent permitted by law. —

#### **ARTICLE XIV - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others. —

#### **ARTICLE XV - AMENDMENT**

These Articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this \_\_\_\_ day of

December, 2002.

  
HARRY DURAN

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10<sup>TH</sup> day of December, 2002 by HARRY DURAN who is:  
  X   personally known to me or  
           has produced Florida Driver's License or  
   as identification.

  
Notary Public,  
MARVIN L. BEAMAN, JR.

Print or type name

My commission expires:



**CERTIFICATE DESIGNATING PLACE OF REGISTERED  
OFFICE FOR SERVICE OF PROCESS WITHIN THE STATE  
OF FLORIDA, NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

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PURSUANT to Chapter 48.091 FLORIDA STATUTES, the following is submitted in compliance with said Act:

THAT H L D ENTERPRISES, INC. desiring to organize under the laws of the State of Florida, with its principal place of business and office as indicated in the Articles of Incorporation has named as its Registered Agent HARRY DURAN and has designated 1255 State Road 436, Altamonte Springs, FL 32701 as Registered Office to accept service of process within this State.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
**HARRY DURAN**  
**Registered Agent**

Crp02  
H L D Enterprises.articles  
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