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BM 1/5

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Alliance Venture Group Inc

Signature

Requested by:

SW

1/15

Name

Date

Time

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☒ Art of Inc. File

☐ LTD Partnership File

☐ Foreign Corp. File

☐ L.C. File

☐ Fictitious Name File

☐ Trade/Service Mark

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☐ RA Resignation

☐ Dissolution / Withdrawal

☒ Annual Report / Reinstatement

☐ Cert. Copy

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☒ Certificate of Good Standing

☐ Certificate of Status

☐ Certificate of Fictitious Name

☐ Corp Record Search

☐ Officer Search

☐ Fictitious Search

☐ Fictitious Owner Search

☐ Vehicle Search

☐ Driving Record

☐ UCC 1 or 3 File

☐ UCC 11 Search

☐ UCC 11 Retrieval

☐ Courier

**ARTICLES OF INCORPORATION**  
**OF**  
**ALLIANCE VENTURE GROUP, INC.**

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

**ARTICLE I**

**NAME AND ADDRESS**

The name of this corporation is ALLIANCE VENTURE GROUP, INC. The principal address of the corporation shall be located at 8815 Conroy-Windermere Road, #400, Orlando, Florida 32835.

**ARTICLE II**

**DURATION**

The period of its duration is perpetual.

**ARTICLE III**

**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.

**ARTICLE IV**

**CAPITAL STOCK**

The corporation is authorized to issue 1,000 shares, all of one class, with a \$1.00 par value.

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## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

The name and address of the registered agent and office of this corporation is as follows:

Todd M. Hoepker, Esquire  
390 North Orange Avenue  
Suite 1800  
Orlando, Florida 32801

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be either increased or decreased 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 (1).

The names and addresses of the initial directors of this corporation are:

Gregory E. Stillman  
8815 Conroy-Windermere Road  
#400  
Orlando, FL 32835

## **ARTICLE VII**

### **INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

Todd M. Hoepker, Esquire  
390 North Orange Avenue  
Suite 1800  
Orlando, Florida 32801

## **ARTICLE VIII**

### **NON-RESIDENT DIRECTORS**

Director(s) need not be residents of the State of Florida.

## **ARTICLE IX**

### **DIRECTORS' AUTHORITY TO FIX COMPENSATION**

Director(s) shall have authority to fix the compensation of the officers of this corporation.

## **ARTICLE X**

### **AMENDMENT OF ARTICLES**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto. The power to adopt, amend or repeal the Articles of Incorporation of this corporation shall be vested in the Shareholders by a majority vote.

## **ARTICLE XI**

### **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.

## **ARTICLE XII**

### **SHAREHOLDERS QUORUM AND VOTING**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XIII**

**REMOVAL OF DIRECTORS**

At a meeting of shareholders called expressly for that purpose, any one director, or the entire board of directors, may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of directors.

**ARTICLE XIV**

**INFORMAL ACTION**

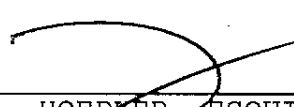
If all the shareholders and directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the shareholders or the directors.

**ARTICLE XV**

**RESTRICTIONS ON TRANSFER OF STOCK**

Restrictions on the sale or transfer of the stock of this corporation may be set forth in a buy-sell agreement.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 17 day of January, 2003.

  
\_\_\_\_\_  
TODD M. HOEPKER, ESQUIRE  
Incorporator

**STATEMENT OF REGISTERED AGENT**

I hereby accept the appointment as registered agent, I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
TODD M. HOEPKER, ESQUIRE  
Registered Agent

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA)  
:SS  
COUNTY OF ORANGE)

BEFORE ME, the undersigned authority, personally appeared the following individual, TODD M. HOEPKER, ESQUIRE, to me known to be the person who executed the foregoing Articles of Incorporation, as Incorporator and Registered Agent, and he acknowledged to and before me that he executed such instrument.

14<sup>th</sup> IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of January, 2003.

(SEAL)



Jaime L. Boutwell  
My Commission CC851205  
Expires July 1, 2003

Jaime L. Boutwell  
Jaime L. Boutwell  
Notary Public  
State of Florida

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