

P 030000/0519

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

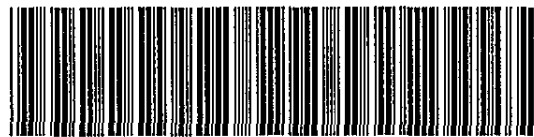
(Document Number)

Certified Copies \_\_\_\_\_

Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



700010378307

01/21/03--01110--003 \*\*70.00

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JAN 21 AM 10:19

F. CHANDLER

JAN 29

**Stephens Law Firm, P.A.**

*Attorney at Law*

The Plaza at Regatta Bay  
4507 Furling Lane, Suite 210  
Destin, FL 32541

Phone: (850) 837-7135

Fax: (850) 837-1969

January 14, 2003

Florida Secretary of State  
Registration Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Re: Withdrawal of Foreign Corporation; Articles of Incorporation – “Truth Audio, Inc.”

Dear Secretary of State:

Enclosed for filing you will find an original and a copy of “Application by Foreign Corporation For Withdrawal Of Authority To Transact Business Or Conduct Affairs In Florida” for **TRUTH AUDIO, INC.**, and a check in the amount of \$35 to cover the filing fee.

Also enclosed for filing are two original “Articles of Incorporation” for **TRUTH AUDIO, INC.**, and a check in the amount of \$70 to cover the filing fee.

Please file the “Application of Withdrawal of Foreign Corporation” first, and then file the “Articles of Incorporation” since Truth Audio, Inc. has its principal place of business in Florida and will be conducting its business here in Florida.

We have also enclosed the Transmittal Letter for each filing, and a self-addressed stamped envelope to return the filings to us.

Thank you in advance and please call if you have any questions or if we can provide additional information.

Very truly yours,



Jeff M. Stephens

Enclosures

Cc: Truth Audio, Inc.

**ARTICLES OF INCORPORATION  
OF  
TRUTH AUDIO, INC.**

The undersigned, being authorized to execute and file these Articles of Incorporation, and in compliance with Chapter 607, Florida Statutes, hereby certifies that:

**ARTICLE I**

**NAME**

The name of the Corporation is: TRUTH AUDIO, INC.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principal place of business and mailing address of the Corporation is: 129 Sugar Cove Road, Santa Rosa Beach, FL 32459.

**ARTICLE III**

**SHARES OF STOCK**

The aggregate number of share that the Corporation is authorized to issue is 1,000 shares of Common Stock, no par value.

**ARTICLE IV**

**CUMMULATIVE VOTING**

Cumulative voting shares of stock is not authorized.

**ARTICLE V**

**PRE-EMPTIVE 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/she already holds, shall have the right to purchase his/her pro rata share thereof at the price which is offered to others.

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JAN 21 AM 10:19

## **ARTICLE VI**

### **AUTHORIZATION OF RESTRICTIONS ON TRANSFER OF SHARES**

All of the issued and outstanding shares of the Corporation shall be made subject to restrictions on their transferability by agreement between the holders of such shares and the Corporation. A copy of such agreement shall be kept on file with the secretary of the Corporation, and shall be subject to inspection by shareholders of record at reasonable times during business hours.

## **ARTICLE VII**

### **DURATION**

The duration of the Corporation is perpetual commencing on the date of filing these Articles of Incorporation.

## **ARTICLE VIII**

### **REGISTERED OFFICE AND AGENT**

The address of the initial registered office of the Corporation is 4507 Furling Lane, Suite 210, Destin, Florida 32541. The name of the initial registered agent of the Corporation is Jeff M. Stephens.

## **ARTICLE IX**

### **INITIAL BOARD OF DIRECTORS AND OFFICERS**

The initial board of directors and officers of the Corporation shall be as follows:

Shannon Wallace – President, Secretary, and Director  
Tommy Beavers – Vice President, Treasurer, and Director

The address of Shannon Wallace and Tommy Beavers is: 129 Sugar Cove Road  
Santa Rosa Beach, FL 32459

**ARTICLE X**

**INDEMNIFICATION**

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

**ARTICLE XI**

**BYLAWS**

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

**ARTICLE XII**

**ACTION WITHOUT A MEETING**

The Directors of the Corporation may take action by unanimous written consent without a meeting, as provided by law.

**ARTICLE XIII**

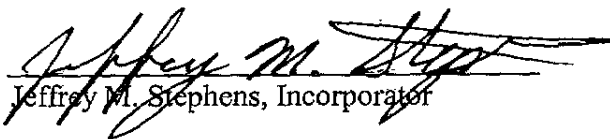
**INCORPORATOR**

The name and address of the incorporator of the Corporation is:

Jeffrey M. Stephens  
4507 Furling Lane, Suite 210  
Destin, FL 32541

**IN WITNESS WHEREOF**, the undersigned Incorporator has signed these Articles of Incorporation this 14<sup>th</sup> day of January, 2003.

By:

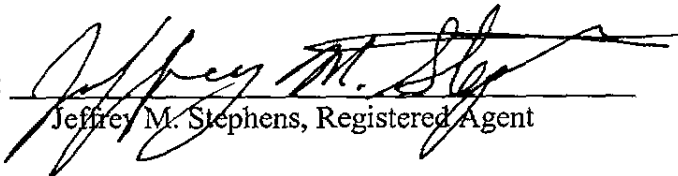
  
Jeffrey M. Stephens, Incorporator

### STATEMENT ACCEPTING APPOINTMENT AS REGISTERED AGENT

Pursuant to the provisions of section 607.0501 and 617.0501, Florida Statutes, I hereby accept the designation as registered agent to accept service of process for the above stated Corporation at the place designated in the Articles of Incorporation for Truth Audio, Inc., which is as follows: 4507 Furling Lane, Suite 210, Destin, Florida 32541. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent of Truth Audio, Inc. pursuant to the Florida Statutes.

Dated this 14<sup>th</sup> day of January, 2003.

By:

  
Jeffrey M. Stephens, Registered Agent

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
03 JAN 21 AM 10:19