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W/2/a

**STEPHEN G. MARTIN, P.A.**

**Attorney at Law**

630 N. Wild Olive Avenue, Suite B  
Daytona Beach, Florida 32118  
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

April 29, 2002

Division of Corporations  
Registrations  
409 E. Gaines Street  
Tallahassee, Florida 32399

Re: Hopeless, Inc./New Corporate Filing.

Dear Sir or Madam:

Please find enclosed for filing, the original as well as a copy of the Articles of Incorporation for the above-named corporations. Also, please find enclosed two checks, each in the amount of seventy-eight and 75/100 dollars (\$78.75) to cover the filing fees and certified copies. Please return the certified copies to my office. If you have any questions or comments, please do not hesitate to contact my office. Thank you.

Sincerely,

  
Stephen G. Martin

**ARTICLES OF INCORPORATION  
OF  
HOPELESS, INC.**

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**2003 MAY 23 PM 5:51**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

**ARTICLE I - Name**

The name of the corporation is: **Hopeless, Inc.**

**ARTICLE II - Principal Office and Mailing Address**

The street address of the initial principal office and mailing address of the corporation is 437 Greenleaf Square, Port Orange, Florida 32127.

**ARTICLE III - Nature of Business**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV - Duration**

The corporation shall have perpetual existence, commencing upon filing of these Articles of Incorporation with the Department of State.

**ARTICLE V - Shares**

The corporation is authorized to issue One Hundred (100) shares. The par value is \$1.00 per share. Each share of stock shall be entitled to one (1) vote, and in the election of directors of the corporation, the holders of the stock shall be entitled to vote their stock cumulatively.

**ARTICLE VI - Preemptive Rights**

Each shareholder of this corporation shall have the first right to purchase

shares of any class, kind, or series of stock in this corporation that may from time to time be issued, whether or not presently issued, including shares from the treasury of this corporation, in the ratio that the number of shares he or she 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 preempted 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 or her to exercise his or her preemptive 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.

#### **ARTICLE VII - Board of Directors**

The corporation shall have two Directors initially. The number of Directors may be increased or decreased from time to time pursuant to the By laws adopted by the shareholders, but shall never be less than one.

#### **ARTICLE VIII - Initial Directors**

The name and address of the initial Directors of this corporation are:

Hope M. Caso  
1110 Centerton Road  
Pittsgrove, NJ 08318

Michael D. Caso  
437 Greenleaf Square  
Port Orange, FL 32127

#### **ARTICLE IX - Incorporator**

The name and address of the Incorporator of this corporation is:

Michael D. Caso  
437 Greenleaf Square  
Port Orange, FL 32127

**ARTICLE X - Initial Registered Agent and Office**

The name and street address of the initial Registered Agent and office is:

Michael D. Caso  
437 Greenleaf Square  
Port Orange, FL 32127

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TALLAHASSEE FLORIDA

**ARTICLE XI - 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, unless all of the Directors and all of the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made, without a meeting of the shareholders.

**In Witness Whereof**, the undersigned Incorporator has executed these Articles of Incorporation, this 30<sup>th</sup> day of September, 2002.

  
\_\_\_\_\_  
**MICHAEL D. CASO, Incorporator**

Having been named as registered agent for the above-styled corporation, I hereby agree to act in this capacity. I agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
**MICHAEL D. CASO, Registered Agent**