

P03000085277

(Requestor's Name)

4111 NE 16 Avenue

(Address)

(Address)

Oakland Park, FL 33334

(City/State/Zip/Phone #)

☐

PICK-UP

☐

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☐

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(Business Entity Name)

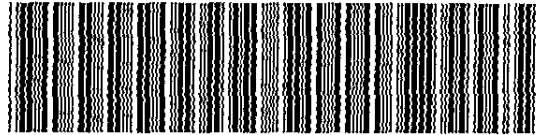
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SECRETARY OF STATE
TALLAHASSEE, FLORIDAARTICLES OF INCORPORATION
OFANGEL PARENT, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be:

ANGEL PARENT, INC.ARTICLE II

The general nature of the business and the object and purposes to be transacted and carried on are to do any and all of the things herein mentioned, as fully and to do the same extent as natural persons might or could do, viz:

To engage in and carry on any business activities permitted under the laws Of the United States and the State of Florida.

To purchase, lease or otherwise acquire and hold lands, buildings and tenements for the offices and premises of the corporation, and to lease, mortgage and covey such real estate in such manner as may appear for the best interests of the corporation.

Sue and be sued and appear and defend in all actions and proceedings in it's corporate name to the same extent as a natural person.

Adopt and use a common corporate seal and alter the same.

Appoint such officers and agents as its affairs shall require and allow them suitable compensation.

Adopt, change, amend and repeal by-laws, not inconsistent with laws or its Certificate of incorporation, for the exercise of its corporate power, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

Make and enter into all contracts necessary and proper for the conduct of its business.

Conduct business, have one or more offices and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, and buy, hold, mortgage, sell, convey, or otherwise dispose of franchises in this state and in any of the several states,

Territories, possessions and dependencies of the United States, the District of Columbia and foreign countries. Purchase the corporate assets of any other corporation and engage in the same character of business. Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests there under or therein. Take, hold sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state or any other state or government while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock. Purchase, hold, sell and transfer shares of its own capital stock, provided that it shall not purchase any of its own capital stock except from the surplus of its own assets over its liabilities including capital. Shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote.

Do all and everything necessary and proper for the accomplishment of the objections enumerated in this Certificate of Incorporation on necessary or incidental to the

benefit and protection of the corporation, and to carry on lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects enumerated in its Certificate on Incorporation or any amendments thereof.

Contract debts and borrow money at such rates of interest not to exceed the lawful interest rate and upon such terms as it or its Board of Directors may deem necessary or expedient and shall authorize or agree upon, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it as occasion may require and the Board of Directors deems expedient.

Make gifts for educational, scientific or charitable purposes.

ARTICLE III

The maximum number of shares of stock of this corporation authorized to be outstanding at any one time shall be one hundred (100) of common stock of par value of One (\$1.00) Dollar each.

ARTICLE IV

This corporation shall begin business with a capital of not less than one Hundred (\$100.00) Dollars.

ARTICLE V

The corporation shall have perpetual existence.

ARTICLE VI

The principal place of business of this corporation shall be located in the City of Oakland Park, County of Broward, State of Florida, with a Post Office address at 4111 N E 16 Avenue, Oakland Park, Florida, as the Board of Directors shall by appropriate action hereafter from time to time determine.

ARTICLE VII

(a) The business of this corporation shall be conducted by a Board of Directors, and such board of one (1) member. A majority of the first Board of Directors named below shall have the power to approve and adopt the bylaws of this corporation until their successors are appointed or elected.

(b) The qualifications time and place and term of office of each director shall be as provided for in the bylaws of the corporation.

(c) The officers of this corporation may consist of a president, vice-president, secretary and treasurer, and such other officers and agents as may be provided for by the bylaws of this corporation, who shall be chosen, serve for such term and have such duties as may be prescribed by such bylaws.

(d) A director may be removed with or with cause at any annual or special meeting of the stockholders only upon affirmative vote of stockholders of fifty-one (51%) percent of the stock.

ARTICLE VIII

The names and addresses of the members of the Board or Directors who shall hold office for the first year are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carmen D'Amico	4111 N.E. 16 Avenue Oakland Park, FL, 33334
Cynthia Stockman	1740 N.E. 9 Street Ft. Lauderdale, FL, 33304

ARTICLE IX

The name and address of the subscriber of these Articles of Incorporation Is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carmen D'Amico	4111 N.E. 16 Avenue Oakland Park, FL, 33334

ARTICLE X

The names and addresses of the officers of the Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Carmen D' Amico, President/Treasurer	4111 N.E. 16 Avenue Oakland Park, FL, 33334
Cynthia Stockman, Vice-President/Secretary	1740 N.E. 9 Street Ft. Lauderdale, FL, 33304

ARTICLE XI

In the event that the corporation enters into contracts or transacts business with one or more of its directors, or with any firm of which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in any way effected by the fact that such director or directors have or may have interests therein which be adverse to the interests of the corporation, even though the vote of the director or directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation: PROVIDED.

HOWEVER, that in any such case, the fact of such interest shall be disclosed to the other directors or transaction. No director or directors having such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such director or directors be accountable for any gains or profits realized thereon. PROVIDED ALSO, that such contract or transaction shall at the same time at which it was entered into, have a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

ARTICLE XII

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with which he may be involved or to which he may be made a party by reason of his being or having been a director or an officer of the corporation (said expenses to include attorneys' fees and the cost of reasonable settlements made with a view of curtailment of cost of litigation), except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty, as such officer or director. Such right of indemnification shall be exclusive of any other rights to which a director or an officer may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such director or officer.

ARTICLE XIII

A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders or any other action taken by reliance in good faith upon the financial statements of the corporation represented to him to be correct by an officer having charge of its books or account to a financial statement certified by a Certified Public Accountant to fairly state the financial condition of the corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

ARTICLE XIV

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 stockholders, and approved by a stockholders' meeting by fifty-one (51%) percent of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be adopted.

ARTICLE XV

Any action that may be taken at a meeting of the shareholders of this corporation may be taken without a meeting if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation. This consent shall have the same effect as a unanimous vote at a shareholders' meeting. If all of the directors, severally or collectively, likewise consent in writing to any action taken or to be taken by the corporation, the action shall be valid as though it has been authorized at a meeting of the Board of Directors.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**

In compliance with section 48.091, Florida statutes, the following is

Submitted:

First, that Angel Parent, inc., desiring to organize or qualify
under the Laws of the State of Florida, has named Cynthia Stockman, located at
4111 N.E. 16 Avenue, Ft. Lauderdale, Florida, 33334, as agent to accept Service of
Process for the above-named corporation.

Signature

Carmen D'Amico
Carmen D' Amico

Date

June 20, 2003

Having been named to accept service of process for the above-stated
Corporation at the place designated in this certificate, I hereby agree to act in the capacity
And I further agree to comply with the provisions of all statutes relative to proper and
Complete performance of my duties.

Signature

Cynthia Stockman
Cynthia Stockman

Date

June 20 - 2003

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