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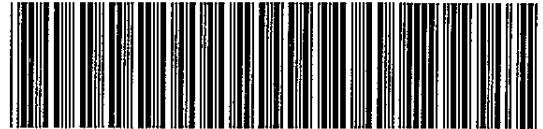
(Business Entity Name)

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## TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Vanquish Publishing Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check  
for :

**\$70.00**  
Filing

**\$78.75**  
Filing Fee  
& Certificate Copy

**\$122.50**  
Filing Fee  
& Certified Copy

**\$131.25**  
Filing Fee,  
& Certificate

### Additional Copy Required

FROM: **GERALD P JONES**  
Name (printed or typed)

**435 Clark Road, suite 107**  
address

**Jacksonville, Florida , 32218**  
City, State & Zip

**(904) 768- 1700**  
Daytime Telephone number

**Articles of Incorporation  
Of  
Vanquish Publishing Inc.**

The undersigned, acting as the incorporator in accordance with the provisions of the laws of the State of Florida for the formation of corporations under the Florida Business Corporation Act, hereby adopt the following articles of incorporation.

**Article I - Name**

The name of this corporation shall be:  
**Vanquish Publishing Inc.**

**Article II- Purpose**

This corporation is organized for the purpose of selling novels and any related lawful business purpose which may become necessary or desirable for the furtherance of the corporate objectives.

**Article III- Term of Existence**

The period of duration of the existence of this corporation will be perpetual and shall commence at the time of filing of the articles of Incorporation by the Department of state.

**Article IV- Principal Office**

The principal place of business and mailing address of this corporation is:  
6018 Chevy Drive Jacksonville, Florida 32216.

**Article V- Capital Stock**

The corporation is authorized to issue only one class of stock. The number of shares authorized shall be 100 and the par value of each share is \$10.00.

**Article VI- Initial Registered Agent and Street Address**

The initial Registered Agent and the street address of the initial registered office of the corporation in the State of Florida shall be:

Gerald P. Jones  
435 Clark Road, Suite 107  
Jacksonville, Florida 32218

**Article VII- Incorporator**

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

Brenton L. Butler  
6018 Chevy Drive  
Jacksonville, Florida 32216

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#### **Article VIII- By Laws**

The power to adopt, alter, amend or repeal by laws shall be vested in the Board of directors.

#### **Article IX- Initial Board of Directors**

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-laws but shall never be more than ten. The names and addresses of the Initial Directors of this corporation are:

Andre D. Butler  
6018 Chevy Drive  
Jacksonville, Florida 32216

Carlos R. Butler  
2239 Shull Drive  
Jacksonville, Florida 32216

#### **Article X- Indemnification**

This corporation shall indemnify any Officer or Director, or any former Officer or Director to the full extent permitted by law.

#### **Article XI- Officers**

The name and address of the Officers of this corporation who shall hold office for the first year of the corporation, or until their successors is elected or appointed and have qualified are as follows:

President

Brenton L. Butler  
6018 Chevy Drive  
Jacksonville, Florida 32216

Vice-President

Andre D. Butler  
6018 Chevy Drive  
Jacksonville, Florida 32216

Treasurers

Brenton L. Butler  
6018 Chevy Drive  
Jacksonville, Florida 32216

Secretary

Melissa Pierce Butler  
6018 Chevy Drive  
Jacksonville, Florida 32216

#### **Article XII- Amendment**

These articles may be amended in the manner provided by law. In witness whereof, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Jacksonville, Duval County, Florida, for the uses and purposes aforesaid, this 31 day of July, 2003.

  
Brenton L. Butler

State of Florida

County of Duval

The foregoing instrument was acknowledge before me this 11 day of August, 2003 by Gerald P. Jones,

Who is personally known to me or who has produced \_\_\_\_\_,

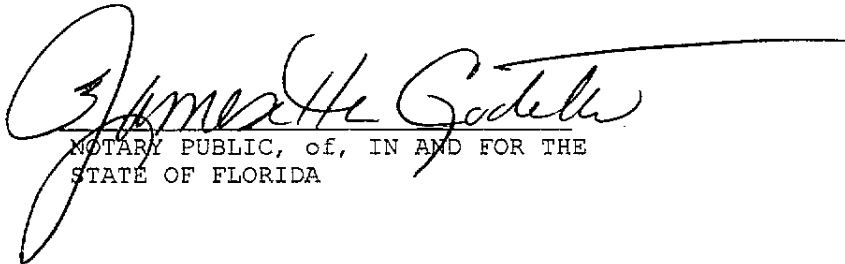
As identification and who did/did not take an oath.

Given under my hand this 11 day of August, 2003



Jamesetta Godette  
My Commission DD167474  
Expires November 24, 2006

My commission expires: \_\_\_\_\_

  
NOTARY PUBLIC, of, IN AND FOR THE  
STATE OF FLORIDA

(SEAL)

CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501,  
FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED  
UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING  
STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT,  
IN THE STATE OF FLORIDA.

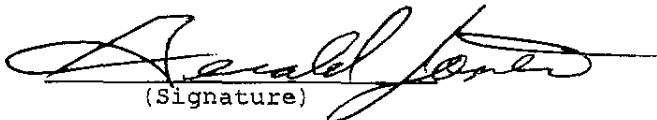
The name of the Corporation is:

Vanquish Publishing Inc.

The name and address of the registered agent and office is:

Gerald P. Jones  
435 Clark Road, Suite 107  
Jacksonville, Florida 32018

Having been named as registered agent and to accept service of process for  
The above stated corporation at the place designated in this certificate. I  
hereby accept the appointment as registered agent and agree to act in this  
capacity. 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.

  
(Signature)

8/11/03  
(Date)

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TALLAHASSEE, FLORIDA