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2003 SEP -8 PM 3:39
CLERK OF COURT
TALLAHASSEE FLORIDA

9/11/03

TRANSMITTAL LETTER

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2003 SEP -8 PM 3:39

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

SECRETARY OF STATE
TALLAHASSEE FLORIDA

SUBJECT: Crescent Hill Financial Group Inc.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: James R. Shaw
Name (Printed or typed)

5318 Lake Bluff Terrace
Address

Sanford, FL 32771
City, State & Zip

(407) 302-0850
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
CRESCENT HILL FINANCIAL GROUP INC.**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

**ARTICLE I
NAME**

The name of the corporation is Crescent Hill Financial Group Inc. (the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE**

The initial principal office and mailing address of the Corporation shall be: 5318 Lake Bluff Terrace, Sanford, Florida 32771.

**ARTICLE III
PURPOSE**

The purposes for which the Corporation is organized and its powers are as follows:

To engage in all lawful business; and

To have, enjoy, and exercise all of the rights, powers, and privileges conferred upon corporations incorporated pursuant to Florida law, whether now or hereafter in effect, and whether or not herein specifically mentioned.

**ARTICLE IV
AUTHORIZED CAPITAL**

The amount of total authorized capital stock which the Corporation shall have authority to issue is 50,000,000 shares of common stock, each with \$0.001 par value, and 10,000,000 shares of preferred stock, each with \$0.001 par value. To the fullest extent permitted by the laws of the State of Florida (currently set forth in Section 607.0602 of the Florida Business Corporation Act), as the same now exists or may hereafter be amended or supplemented, the Board of Directors may fix and determine the designations, rights, preferences or other variations of each class or series within each class of capital stock of the Corporation.

**ARTICLE V
INITIAL DIRECTOR**

The business and affairs of the Corporation shall be managed by a Board of Directors which shall exercise all the powers of the Corporation except as otherwise

provided in the Bylaws, these Articles of Incorporation or by the laws of the State of Florida. The number of members of the Board of Directors shall be set in accordance with the Company's Bylaws; however, the initial Board of Directors shall consist of one member. The name and address of the person who shall serve as director until the first annual meeting of stockholders and until his successor is duly elected and qualified is as follows:

<u>Name</u>	<u>Address</u>
James R. Shaw	5318 Lake Bluff Terrace Sanford, Florida 32771

ARTICLE VI REGISTERED AGENT

The initial registered agent of the Corporation shall be James R. Shaw, whose street address is: 5318 Lake Bluff Terrace, Sanford, Florida 32771.

ARTICLE VII INCORPORATOR

The name and address of the incorporator of the Corporation is James R. Shaw, 5318 Lake Bluff Terrace, Sanford, Florida 32771.

ARTICLE VIII PREEMPTIVE RIGHTS

The owners of shares of stock of the Corporation shall not have a preemptive right to acquire unissued shares, treasury shares or securities convertible into such shares.

ARTICLE IX LIABILITY OF DIRECTORS

To the fullest extent permitted by the laws of the State of Florida (currently set forth in Section 607.0831 of the Florida Business Corporation Act), as the same now exists or may hereafter be amended or supplemented, no director of the Corporation shall be liable to the Corporation or to its stockholders for damages for breach of fiduciary duty as a director.

ARTICLE X INDEMNIFICATION

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person against all liability and expense (including attorneys' fees) incurred by reason of the fact that he is or was a director or officer of the Corporation,

he is or was serving at the request of the Corporation as a director, officer, employee, or agent of, or in any similar managerial or fiduciary position of, another corporation, partnership, joint venture, trust or other enterprise. The Corporation shall also indemnify any person who is serving or has served the Corporation as a director, officer, employee, or agent of the Corporation to the extent and in the manner provided in any bylaw, resolution of the shareholders or directors, contract, or otherwise, so long as such provision is legally permissible.

ARTICLE XI AFFILIATED TRANSACTIONS

The provisions of Sections 607.0901 and 607.0902 of the Florida Business Corporation Act shall not apply to the Corporation.

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

James R. Shaw
James R. Shaw/Registered Agent

8/26/03
Date

James R. Shaw
James R. Shaw/Incorporator

8/26/03
Date

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TALLAHASSEE FLORIDA