

PO3000110359

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

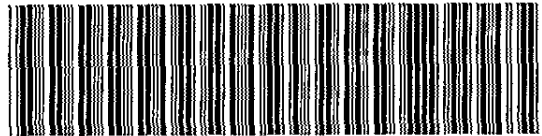
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07/30/03--01047--022 **78.75

RECEIVED
03 JUL 30 PM 1:04
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
03 OCT -6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W03-21533

10-7-03

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, FL 32308

City/State/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- 1- RISING SON, INC,
- 2- _____
- 3- _____
- 4- _____

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

JOSEPH J. SOROTA, JR., P.A.

Attorney and Counselor at Law

*Wills, Trusts & Estate Planning
Corporate and Business Law
Taxation
Probate*

*28100 U.S. Highway 19 North, Suite 504
Clearwater, Florida 33761-2686
Telephone (727) 796-1557
Fax (727) 796-2953*

October 3, 2003

Via Federal Express

Donna Graves
Document Specialist
New Filings Section
Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Rising Son, Inc.
Reference Number: W03000021533
Our Reference: DAV-02-69

Dear Ms. Graves:

Enclosed is a copy of your July 30, 2003, letter regarding the above filing, together with *duplicate originals* of the Articles of Incorporation. Please apply the \$78.75 you are holding as follows: \$35.00 filing fee, \$35.00 registered agent designation, and \$8.75 for a certified copy.

It is our understanding that "Rising Son, Inc." is available again after October 4, 2003, and we are requesting that you file these Articles as soon as the name can be used.

If you have any questions, please do not hesitate to call. Thank you for your assistance.

Very truly yours,



Sue R. Maurer
Legal Assistant

Enclosures



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

July 30, 2003

ATTORNEYS TITLE

SUBJECT: RISING SON, INC.
Ref. Number: W03000021533

We have received your document for RISING SON, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6930.

Donna Graves
Document Specialist
New Filings Section

Letter Number: 203A00044051

RECEIVED

03 OCT -6 AM 11:10

SECRET
TREASURY DEPARTMENT
WASHINGTON, D.C.

ARTICLES OF INCORPORATION
OF
RISING SON, INC.

FILED
03 OCT -6 PM 2: 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be RISING SON, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION

The principal office of the Corporation shall be 2717 Seville Boulevard, #5203, Clearwater, FL 33764.

ARTICLE III - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 2717 Seville Boulevard, #5203, Clearwater, FL 33764.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be JAMES C. DAVID.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be FIVE THOUSAND (5,000) shares of common stock having a par value of ONE AND 00/00 DOLLARS (\$1.00) per share.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors. The number of directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one.

Section 2. The initial Board of Directors of the Corporation shall consist of one Director:

<u>Name</u>	<u>Address</u>
JAMES C. DAVID	2717 Seville Boulevard, #5203 Clearwater, FL 33764

ARTICLE VI - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE VII - AMENDMENTS

Section 1. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, without action of the shareholders, for matters specified by law that do not affect the substantive rights of the shareholders of the Corporation.

Section 2. The power to amend these Articles of Incorporation may be exercised by the Board of Directors, with action of the shareholders, as follows:

A. The Board of Directors shall recommend the proposed amendment to the shareholders, unless the Board of Directors determines that because of a conflict of interest or other special circumstances it should make no recommendation and communicates the basis for its determination to the shareholders with the amendment.

B. The proposed amendment shall be submitted to the shareholders and shall be adopted and approved by the shareholders in accordance with the following:

1. The proposed amendment shall be adopted at a meeting of the shareholders, where proper notice thereof has been sent to each shareholder, whether or not entitled to vote, which states that the purpose or one of the purposes of the meeting is to consider the proposed amendment and is accompanied by a copy or summary of the proposed amendment, and where, at such meeting, such proposed amendment receives the affirmative vote of the holders of a majority of the shares entitled to vote thereon (or such greater or lesser number as is required or permitted by law); or

2. The proposed amendment shall be adopted in an action taken by the shareholders without a meeting, without prior notice, and without a vote, if the action is evidenced by one or more written consents describing the action taken, dated and signed by approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the

proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE VIII - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
JAMES C. DAVID	2717 Seville Boulevard, #5203 Clearwater, FL 33764

ARTICLE IX - ELECTIONS REGARDING

CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

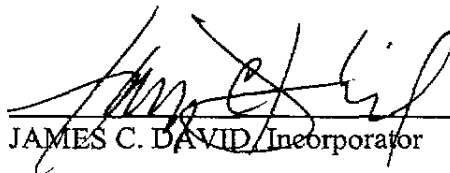
Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their

shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

ARTICLE X - INDEMNIFICATION

Every Director, every officer and the incorporator of the Corporation shall be indemnified by the Corporation to the fullest extent authorized or permitted under Florida law against all expenses and liabilities, including attorneys' fees, reasonably incurred by or imposed on such Director, officer or incorporator in connection with any proceeding or settlement of any proceeding to which they may be a party or in which they may become involved by reason of their being or having been a Director, officer or incorporator at the time such expenses are incurred.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 3rd day of October, 2003.



JAMES C. DAVID, Incorporator

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: RISING SON, INC.
2. The name and address of the registered agent and office is: JAMES C. DAVID
2717 Seville Boulevard, #5203
Clearwater, FL 33764

Dated this 3rd day of October, 2003.



JAMES C. DAVID, Incorporator

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.

Dated this 3rd day of October, 2003.



JAMES C. DAVID

A:\DAV-02-69 Rising Son, Inc\Rising Son Articles of Incorporation.wpd

FILED
03 OCT -6 PM 2:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA