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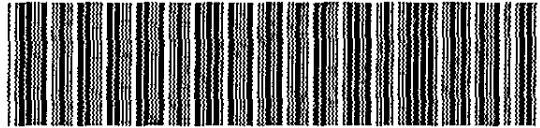
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***also admitted in Illinois**

November 6, 2003

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

Re: American Business Brokers Network, Inc.

Enclosed please find in duplicate Articles of Incorporation of American Business Brokers Network, Inc., to be filed with the Florida Department of State.

Also enclosed, please find a check in the amount of \$70.00 made payable to Florida Department of State for the filing fee.

The stamped copy should be returned to me at the address shown. If you have any questions, please call.

Sincerely,

THE KAISER LAW FIRM, P.C.

By:


Philip A. Kaiser

Enclosures

ARTICLES OF INCORPORATION
OF
AMERICAN BUSINESS BROKERS NETWORK, INC.

The undersigned natural person of the age of twenty-one (21) years or more for the purpose of forming a corporation under The Florida Business Corporation Act adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be:

AMERICAN BUSINESS BROKERS NETWORK, INC.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 5229 Avenida Pescadora, Fort Meyers Beach, Florida 33931.

ARTICLE III - PURPOSE

The purposes for which the corporation organized are:

In general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be authorized to do or to exercise under The Florida Business Corporation Act, or under any act amendatory thereof, supplemental thereto, or substituted therefor.

ARTICLE IV - SHARES

1. The total number of shares that the corporation is authorized to issue is as follows:

29,000 Shares Class A Voting Common Stock, Par Value \$1.00
1,000 Shares Class B Non-Voting Common Stock, Par Value \$1.00.

Both the Class A Voting Common Stock and Class B Non-Voting Common Stock are sometimes hereinafter referred to collectively as "common stock."

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2. The preferences, qualifications, limitations, restrictions and special or relative rights in respect of the shares of each class of common stock are as follows:

- a. Subject to the provisions of subparagraphs b, c, and d below, voting power is hereby vested solely in the Class A Voting Common Stock, Par Value \$1.00, said Class A Voting Common Stock having full voting rights, with each share to entitle the holder thereof to one (1) vote. The Class B Non-Voting Common Stock, Par Value \$1.00, shall be nonvoting common stock, except as otherwise provided in subparagraphs b, c, and d below.
- b. Notwithstanding anything contained in subparagraph a above, the Class B Non-Voting Common Stock shall have the right to vote, with each share to entitle the holder thereof to one (1) vote, on any transaction hereafter described whenever any of the Class A Voting Common Stock is owned by either an Individual Retirement Account ("IRA") or a Roth Individual Retirement Account ("Roth IRA"):

Transaction on which Class B Non-Voting Common Stock May Vote:

Any transaction which could or would be characterized as a prohibited transaction between the individual owner of an IRA or the individual owner of a Roth IRA ("Owner") or a member of the Owner's Family ("Family Member") and this Corporation under the Internal Revenue Code of 1986, as amended ("Code") or by reason of any rule, opinion, notice or regulation thereunder, including, but not limited to, any transaction wherein the Owner or a Family Member has an interest or could receive a benefit, whether direct or indirect, that could affect the Owner or Family Member's exercise of their judgement as a "fiduciary" as defined in Code Section 4975 (e) (2) (A) if the benefit or interest to such Owner or Family Member exceeds \$20,000 in any one year ("Transaction").

- c. A unanimous vote of both the Class A Voting Common Stockholders and the Class B Non-Voting Common Stockholders is required on each and every Transaction.

- d. The provisions of subparagraphs b and c above may not be amended except by a unanimous vote of the Class A Voting Common Stockholders and the Class B Non-Voting Common Stockholders.
- e. Except as set forth above, and in all other respects, the preferences, qualifications, limitations, restrictions and special or relative rights in respect of the Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be identical.

ARTICLE V - NO PRE-EMPTIVE RIGHTS

No shareholder of the corporation shall have any pre-emptive or preferential right of subscription to or purchase of any shares of any class of the corporation, whether now or hereafter authorized, or to any securities or obligations including, but without limitation to, those obligations convertible into any class of stock issued by the corporation, and whether issued or sold for cash, property, services or otherwise. The acceptance of shares in the corporation shall constitute a waiver of any such pre-emptive or preferential right that in the absence of this provision might otherwise be asserted by shareholders of the corporation.

ARTICLE VI - DIRECTORS

The number of directors to constitute the first Board of Directors shall be one (1) who need not be shareholders. No cumulative voting shall be allowed for the election of directors. The power to make, alter, amend, or repeal the By-laws of the corporation shall be vested in the Board of Directors.

ARTICLE VII - INDEMNIFICATION

The corporation shall, to the full extent permitted by law, indemnify all persons or classes of persons whom it may indemnify pursuant thereto.

ARTICLE VIII - REGISTERED AGENT

The address of the corporation's initial registered office in this State is 5229 Avenida Pescadora, Fort Meyers Beach, Florida 33931 and the name of its initial registered agent at such address is **TERRY MONROE**.

ARTICLE IX - INCORPORATOR

The name and address of the Incorporator is **PHILIP A. KAISER**, 12231 Manchester Road,
1st Floor, 1st Floor, St. Louis, Missouri 63131.

IN WITNESS WHEREOF, these Articles of Incorporation have been signed this 5th day
of November, 2003.

By: 
PHILIP A. KAISER, Incorporator

ACCEPTANCE OR REGISTERED AGENT

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.

By: 
TERRY MONROE, Registered Agent

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