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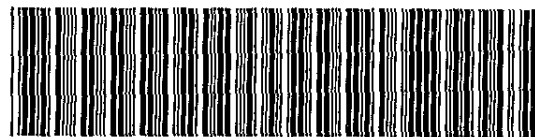
(Business Entity Name)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

03 DEC 10 PM 6:41

FILED

Hahn, McClurg, Watson, Griffith & Bush, P.A.

ATTORNEYS AT LAW

JAMES P. HAHN*
E. V. McCLURG
STEPHEN C. WATSON*
JOHN R. GRIFFITH*
PHILIP H. BUSH

J. TOM WATSON
(1919-1996)

P. O. BOX 38
C.V. McCLURG BLDG.
101 S. FLORIDA AVENUE
LAKELAND, FLORIDA 33802-0038
(863) 688-7747
FAX (863) 683-4582

*BOARD CERTIFIED REAL ESTATE LAWYER

December 9, 2003

Corporate Records Bureau
Division of Corporations
Department of State
409 E. Gaines Street
Tallahassee, FL 32301

Re: Karen Balcerak, Inc.

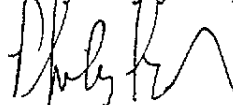
Dear Sir or Madam:

On behalf of the above referenced company, or captioned client, I am forwarding an original and one copy of its Articles of Incorporation, together with a check in the amount of \$78.75 in payment of the following charges:

1.	Fee for filing Articles of Incorporation	\$ 35.00
2.	Fee for obtaining certified copy of Articles of Incorporation	8.75
3.	Filing a certificate designating Registered Agent.	<u>35.00</u>
		\$ 78.75

I would appreciate having you file the original Articles of Incorporation and the certificate designating Registered Agent and return to me a certified copy of the Articles as filed. Thank you for your help in this matter.

Very truly yours,



Philip H. Bush

PHB/dmk

Enclosures

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**ARTICLES OF INCORPORATION
OF
KAREN BALCERAK, INC.**

FILED
03 DEC 10 PM 6:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of the captioned corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

ARTICLE I

Corporate Name and Principal Office

The name of this corporation is **KAREN BALCERAK, INC.** and its principal office and mailing address is 1004 Lascola Drive, Windermere, Florida 34786.

ARTICLE II

Commencement of Corporate Existence

The corporation shall come into existence on the date of subscription.

ARTICLE III

General Nature of Business

The corporation may transact any lawful business for which corporations may be incorporated under Florida law.

This Instrument Prepared
Under the Supervision of:
PHILIP H. BUSH, ESQUIRE.
P. O. Box 38
Lakeland, FL 33802
Florida Bar No. 894140

ARTICLE IV

Capital Stock

The aggregate number of shares of stock authorized to be issued by this corporation shall be One Thousand (1,000) shares of common stock, each with \$1.00 par value. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 101 South Florida Avenue, Lakeland, FL 33801, and the initial registered agent of the corporation at such address is Philip H. Bush.

ARTICLE VI

Incorporator

The name and address of the corporation's incorporator is:

Name

Philip H. Bush

Address

P. O. Box 38
Lakeland, FL 33802

ARTICLE VII

By-Laws

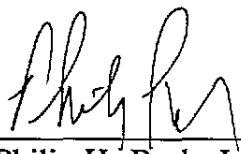
The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

ARTICLE VIII

Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in F.S.607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by F.S.607.0850, as then in effect, or by any successor law thereto.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 9th day of December, 2003.


_____(SEAL)
Philip H. Bush, Incorporator

ACCEPTANCE BY REGISTERED AGENT

The undersigned, PHILIP H. BUSH, whose address is : Hahn, McClurg, Watson, Griffith and Bush, 101 South Florida Avenue, Lakeland, Florida 33801, pursuant to Florida Statutes Section Sections 607.0202(1)(e) and 607.0501(3), hereby files this Acceptance of Designation as Registered Agent for the corporation, and states that he is familiar with, and accepts the obligations of that position.

Dated this 9th day of December, 2003.

 (SEAL)
Philip H. Bush, Registered Agent