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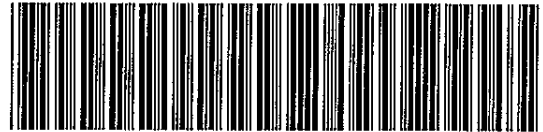
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

vl



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

November 25, 2003

MARCIA SWAIN, ESQ.
954 NORTH STREET
BOULDER, CO 80304

SUBJECT: NEW ERA LIVING, INC.
Ref. Number: W03000035471

We have received your document for NEW ERA LIVING, INC. and your check(s) totaling \$35.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$35.00.

An effective date may be added to the Articles of Incorporation if a 2004 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

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) 245-6962.

Valerie Ingram
Document Specialist
New Filings Section

Letter Number: 603A00063937

Marcia Swain, Esquire
Lawyer/Mediator

954 North Street

Boulder, CO 80304

Telephone 303.257.4300

Facsimile 720.406.8446

marciaswain@qwest.net

January 20, 2004

Florida Department of State
Division of Corporations
Post Office Box 63227
Tallahassee, FL 32314

SUBJECT: New Era Living, Inc.
Your Ref. Number -- W03000035471

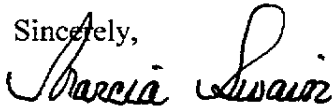
Dear Department of State:

Enclosed are articles of incorporation for New Era Living, Inc., originally filed with your office on November 17, 2003, along with the \$35.00 balance of the filing fee.

Please note that New Era Living, Inc. desires its filing date to be November 17, 2003. I understand that no additional article must be added to the articles of incorporation regarding this filing date.

Thank you for your kind assistance.

Sincerely,



Marcia Swain

MPS:mps

Enclosures

Cc: Full Spectrum Business Consultants, LLC

**ARTICLES OF INCORPORATION OF
NEW ERA LIVING, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KNOW ALL PERSONS BY THESE PRESENTS:

That the undersigned incorporator, a natural person of the age of eighteen (18) years or more, desiring to form a corporation under Chapters 607 and 621, Florida Statutes, hereby signs, verifies, and delivers to the Secretary of State of the State of Florida ("Secretary of State") these Articles of Incorporation ("Articles").

ARTICLE I

Name

The name of the corporation ("Corporation") will be **New Era Living, Inc.**

ARTICLE II

Principal Place of Business and Mailing Address

The initial mailing address, street address, and principal place of the Company are as follows:

831 South Boulevard of the Presidents
Sarasota, FL 34236

ARTICLE III

Purpose and Powers

Section 3.1 Purposes. Except as restricted by these Articles, the Corporation is organized for the purpose of transacting all lawful business for which corporations may be incorporated pursuant to Chapters 607 and 621, Florida Statutes.

Section 3.2 General Powers. Except as restricted by these Articles, the Corporation will have and may exercise all lawful business for which corporations may be incorporated pursuant to Chapters 607 and 621, Florida Statutes.

Section 3.3 Issuance of Shares. The board of directors of the Corporation may divide and issue any class of stock of the Corporation in series pursuant to a resolution properly filed with the Secretary of State.

ARTICLE IV

Capital Stock

Section 4.1 Authorized Shares. The aggregate number of shares the Corporation will have authority to issue is ten thousand (10,000), each without par value, which shares will be designated as "Common Stock".

Section 4.2 Dividends. Dividends in cash, property, or shares of the Corporation may be paid upon the Common Stock, as and when declared by the board of directors, out of funds of the Corporation to the extent and in the manner permitted by law.

Section 4.3 Distribution in Liquidation. Upon any liquidation, dissolution, or winding up of the Corporation, and after paying or adequately providing for the payment of all of its obligations, the remainder of the assets of the Corporation will be distributed, either in cash or in kind, *pro rata*, to the holders of the Common Stock.

Section 4.4 Voting Rights; Cumulative Voting. Each outstanding share of Common Stock will be entitled to one (1) vote, and each fractional share of Common Stock will be entitled to a corresponding fractional vote on each matter submitted to a vote of shareholders. A majority of the shares entitled to vote, represented in person or by proxy, will constitute a quorum at a meeting of shareholders. Cumulative voting will not be allowed in the election of directors of the Corporation. When, with respect to any action to be taken by shareholders of the Corporation, the laws of Colorado require the vote or concurrence (a) of the holders of a majority of the outstanding shares, (b) of the shares entitled to vote on such matter, or (c) of any class or series thereof, then, except as otherwise provided by these Articles or the Act, if a quorum is present, the affirmative vote of a majority of shares represented at the meeting and present and entitled to vote on the subject matter will be the act of the shareholders.

Section 4.5 Preemptive Rights. No holder of shares of the Corporation, whether now or hereafter authorized, will have the preemptive or preferential right to acquire any shares or securities of the Corporation, including shares or securities held in the treasury of the Corporation.

Section 4.6 Transfer Restrictions. The Corporation will have the right to impose restrictions upon the transfer of any of its authorized shares or any interest therein. The board of directors is authorized on behalf of the Corporation to exercise the Corporation's right to impose such restrictions.

ARTICLE V

Initial Board of Directors

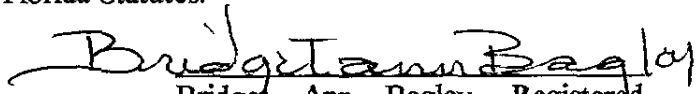
The number of directors of the Corporation will be fixed by the bylaws of the Corporation, except the initial board of directors of the Corporation will consist of one (1) director. The name and address of the person who will serve as director until the first annual meeting of shareholders and until a successor is elected and qualified are as follows:

Bridget Ann Bagley
831 South Boulevard of the Presidents
Sarasota, Florida 34236

ARTICLE VI
Registered Office and Registered Agent

Section 6.1 Name and Address of Registered Agent. The street address of the initial registered office of the Corporation is 831 South Boulevard of the Presidents, Sarasota, Florida 34236, and the name of the initial registered agent at such address is Bridget Ann Bagley, whose signature appears below and who is familiar with and accepts the obligations of the position of registered agent. Either the registered office or the registered agent of the Company may be changed in the manner provided by law.

Section 6.2 Consent of Registered Agent. Having been named as registered agent and to accept service of process for the Corporation at the place designated in this certificate, Bridget Ann Bagley hereby accepts the appointment as registered agent and agrees to act in this capacity. Bridget Ann Bagley further agrees to comply with the provisions of all statutes relating to the proper and complete performance of her duties, and she is familiar with and accept the obligations of her position as registered as provided for in Chapters 607 and 621, Florida Statutes.


Bridget Ann Bagley, Registered
Agent

ARTICLE VII
Incorporator and Individual Causing Delivery of Articles

The name and address of the incorporator and the individual who causes these Articles to be delivered for filing (and with whom the Secretary of State may communicate if filing of these Articles is refused for any reason) are as follows:

Marcia Swain
c/o Full Spectrum Business Consultants, LLC
1445 Pearl Street
Boulder, CO 80302
(720) 565-9746 (telephone)
(720) 565-0499
E-mail address: marciaswain@qwest.net

ARTICLE VIII
Period of Duration

The Corporation will exist in perpetuity after the date of filing these Articles with the Secretary of State unless dissolved or according to law.

ARTICLE IX

Transactions with Interested Directors

Section 9.1 Transaction Not Voidable. No contract or other transaction between the Corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested will be either void or voidable solely because of such relationship or interest or solely because such directors are present at the meeting of the board of directors or a committee thereof that authorizes, approves, or ratifies such contract or transaction or solely because their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable to the Corporation.

Section 9.2 Quorum on Matters Regarding Interested Directors. Interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof that authorizes, approves, or ratifies such contract or transaction.

ARTICLE X

Corporate Opportunity

The doctrine of "corporate opportunity" will apply to the officers, directors, and other members of management of the Corporation only insofar as such doctrine applies to business opportunities in which the Corporation has expressed an interest as determined from time to time by the Corporation's board of directors and evidenced by resolutions appearing in the Corporation's minutes. Once such areas of interest are so delineated, all business opportunities within such areas of interest that come to the attention of the officers, directors, and other members of management will be disclosed promptly to the Corporation and made available to it. The board of directors may reject any business opportunity presented to it, and thereafter any officer, director, or other member of management may avail himself of such opportunity. Until the Corporation, through its board of directors, has designated an area of interest, the officers, directors, and other members of management will be free to engage in such areas of interest on their own. The doctrine of corporate opportunity will not limit the right of any officer, director, or other member of management to continue a business existing prior to the time an area of

interest is designated by the Corporation. This Article IX will not be construed to release any employee of the Corporation (other than an officer, director, or other member of management) from any duties that he may have to the Corporation.

ARTICLE XI

Indemnification

Section 11.1 *Indemnification if Conduct in Good Faith.* The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director, officer, employee, fiduciary, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon plea of *nolo contendere* or its equivalent will not of itself create a presumption that the person did not act in good faith and in a manner that he reasonably believed to be in the best interest of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful. The foregoing right of indemnification will not be exclusive of other rights to which he may be entitled.

Section 11.2 *Indemnification in Actions By or In the Right of Corporation.* The Corporation may indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary, or agent of the Corporation or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interest of the Corporation; but no indemnification will be made in respect of any claim, issue, or matter as to which such person has been adjudged liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses deemed proper by the court.

Section 11.3 Indemnification for Expenses. To the extent that a director, officer, employee, or agent of the Corporation has been successful on the merits in defense of any action, suit, or proceeding referred to in this article or in defense of any claim, issue, or matter therein, he may be indemnified against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

Section 11.4 Board Determination to Indemnify. Any indemnification under Section 11.1 or Section 11.2 (unless ordered by a court) may be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the director, officer, employee, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in said Sections 11.1 and 11.2.

Section 11.5 Advance of Expenses. Expenses (including attorney fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized in Section 11.4 of this article upon receipt of an undertaking, by or on behalf of the director, officer, employee, fiduciary, or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the Corporation as authorized in this article.

Section 11.6 Indemnification Not Exclusive. The indemnification provided by this article will not be deemed exclusive of any other right to which those indemnified may be entitled under these Articles, any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and will continue as to a person who has ceased to be a director, officer, employee, fiduciary, or agent and will inure to the benefit of heirs, executors, and administrators of such a person.

Section 11.7 Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the Corporation or who is or was serving at the request of the Corporation as a director, officer, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this article.

ARTICLE XII

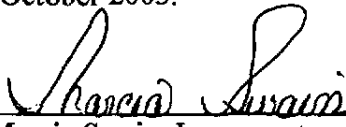
Amendment of Articles of Incorporation

The Corporation reserves the right to amend its Articles from time to time in accordance with Chapters 607 and 621, Florida Statutes.

ARTICLE XIII
Adoption and Amendment of Bylaws

The board of directors will adopt the initial bylaws of the Corporation. The power to alter, amend, or repeal the bylaws or adopt new bylaws will be vested in the board of directors, but the holders of common stock may also alter, amend, or repeal the bylaws or adopt new bylaws. The bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with these Articles.

IN WITNESS WHEREOF, the above named incorporator has signed these Articles of Incorporation on the 27th day of October 2003.



Marcia Swain, Incorporator

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CLERK OF STATE
TALLAHASSEE, FLORIDA