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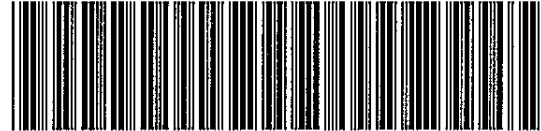
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DIVISION OF CORPORATION

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 23, 2004

CAPITAL CONNECTION INC.

SUBJECT: SOPHIA VENTURES, INC.
Ref. Number: W04000002939

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We have received your document for SOPHIA VENTURES, INC.. However, the document has not been filed and is being returned for the following:

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Loria Poole
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Letter Number: 604A00004186

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**ARTICLES OF INCORPORATION
OF
SOPHIA VENTURES, INC.**

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**ARTICLE I
NAME AND ADDRESS**

- 1.00 The name of the corporation shall be SOPHIA VENTURES, INC.
- 1.01 The principal address of the corporation is 1861 Juno Isles Blvd., Juno Beach, FL 33408.

**ARTICLE II
DURATION**

- 2.00 The corporation shall have perpetual existence.
- 2.01 The date and time of the commencement of the corporation's existence shall be 12:01 A.M., January 19, 2004.

EFFECTIVE DATE
1-19-04

**ARTICLE III
PURPOSE**

- 3.00 The corporation is organized for the purposes of: (a) the marketing, promoting, selling, brokering, and lending of real estate mortgages; (b) to engage in any other activity related to or associated with such marketing, promoting, selling, brokering, and lending of real estate mortgages; and (c) to engage in the marketing and selling of real estate title insurance.
- 3.01 The corporation shall be authorized to engage in, and transact business in, any other lawful business or activity in which corporations are permitted to engage.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

- 4.00 The street address of the registered office of this corporation is: 1861 Juno Isles Blvd., Juno Beach, FL 33408, and the name of the initial registered agent of this corporation at that address is Daniel J. Poulos.

**ARTICLE V
BOARD OF DIRECTORS**

- 5.00 The corporation shall have one (1) director.
- 5.01 The number of directors may be increased or decreased (but never less than one) from time to time as may be established by the By-Laws.

By-Laws.

5.02 The name and address of the initial director of the corporation is: Daniel J. Poulos, 1861 Juno Isles Blvd., Juno Beach, FL 33408.

ARTICLE VI CAPITAL STOCK

6.00 The corporation shall be authorized to issue one hundred thousand (100,000) shares of common stock without par value.

6.01 A majority of the outstanding shares shall constitute a quorum at stockholders' meetings unless otherwise provided in the By-Laws, but shall not be less than thirty-three and one-third percent (33-1/3%).

6.02 The shareholders shall have preemptive rights. In addition, all stock shall be Section 1244 stock as set forth in the Internal Revenue Code.

ARTICLE VII INCORPORATOR

7.00 The name and address of the person signing these Articles of Incorporation is: Tanya Murray, 634 Evergreen Drive, Lake Park, FL 33403.

ARTICLE VIII POWERS

8.00 The corporation shall have all the corporate powers enumerated in the Florida General Corporation Act, as amended.

ARTICLE IX MEETINGS BY CONFERENCE TELEPHONE

9.00 Members of the Board of Directors of the corporation, if more than one, may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

ARTICLE X ACTION BY BOARD OF DIRECTORS WITHOUT MEETING

10.00 The directors of the corporation, if more than one, may take action by written consent as provided by law.

ARTICLE XI INDEMNIFICATION

employee or any former officer, director, employee or agent to the fullest extent permitted by law.

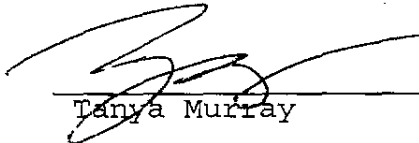
**ARTICLE XII
AMENDMENT**

12.00 The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XIII
REDEMPTION**

13.00 The corporation shall have the right to purchase shares of stock of the corporation and to hold the same as treasury stock.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 5th day of December, 2003.


Tanya Murray

STATE OF FLORIDA)
COUNTY OF PALM BEACH)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Tanya Murray, known personally to me, and known to me to be the person who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed said Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Palm Beach Gardens, Florida, this 5th day of December, 2003.


Notary Public

My Commission Expires:



Ronald E. Antill
MY COMMISSION # CC887453 EXPIRES
December 15, 2003
BONDED THRU TROY FAIN INSURANCE, INC.

ACCEPTANCE OF APPOINTMENT
AS
REGISTERED AGENT
OF
SOPHIA VENTURES, INC

I, Daniel J. Poulos, whose address is 1861 Juno Isles Blvd., Juno Beach, FL 33408, hereby accept appointment as Registered Agent of Sophia Ventures, Inc., made pursuant to Section 607.034, Florida Statutes.

I further state that I am familiar with, and accept the obligations of, Section 607.325, Florida Statutes.

Dated this 5th day of December, 2003.



Daniel J. Poulos

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