

PO4000046062

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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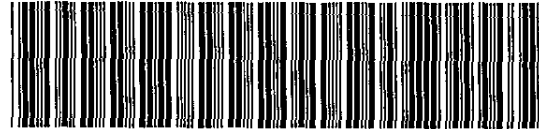
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/09/04--01018--015 \*\$157.50

EFFECTIVE DATE  
03/09/2004

FILED

04 MAR -8 PM 1:16

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

11/31/11

TRANSMITTAL LETTER

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

SUBJECT: SULLIVAN'S ALE HOUSE, INC. *+ BMA Inc T45 S. 1/8 Inc*  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Terence T. Sullivan

Name (Printed or typed)

520 N.W. 161 Avenue

Address

Pembroke Pines, Fl. 33028

City, State & Zip

954-430-8255

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

*178.75  
+ 178.75  
= 357.50*

EFFECTIVE DATE  
03/04/2004

## ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

### ARTICLE I NAME

The name of the corporation shall be in the order of preference:

1<sup>st</sup>. Balance Test Systems, Inc.

2<sup>nd</sup>.

3<sup>rd</sup>.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

520 N.W. 161 Avenue  
Pembroke Pines, FL 33028

Telephone: (954) 430-8255

### ARTICLE III SHARES

The number of shares of stock that the corporation is authorized to have outstanding at any one time is:

One Hundred (100)

### ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent(s) are:

Jennie N. Sullivan  
520 N. W. 161 Avenue  
Pembroke Pines, FL 33028

## **ARTICLE V INCORPORATOR**

THE UNDERSIGNED, has executed the following document as incorporator of the above named corporation, a corporation organized under of the State of Florida, and all rights, duties and obligation, are to be determined in accordance with the laws of the State of Florida. The name and address of the incorporator of these Articles of Incorporation is:

Terence T. Sullivan  
520 N.W. 161 Avenue  
Pembroke Pines, Fl. 33028

## **ARTICLE VI DURATION**

This corporation shall commence existence upon the effective filing of these Articles of Incorporation with an incorporation date of March 4, 2004 by the Department of State, State of Florida, and shall have perpetual existence.

## **ARTICLE VII PURPOSE**

The general nature of the business and objects and purposes proposed to be transacted and carried on by this corporation are to do any and all of the things herein mentioned, as fully and to the same extent as natural persons might do, viz.:

- (1) Transact any and all activities permitted under the laws of the United States and the State of Florida.
- (2) Said corporation shall further have powers: To have perpetual succession by its corporate name.

## **ARTICLE VIII CAPITAL STOCK**

This corporation is authorized to issue One Hundred (100) shares of common stock with par value of Ten Dollars (\$10.) per share. Unless otherwise stated in these articles, or in amendment to these articles, there shall be only (1) class of stock of this corporation.

## **ARTICLE IX VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

## **ARTICLE X PREEMTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation shall have the right to purchase his/her pro rata share thereof (as nearly as many be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XI INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be increased and once increased, may be decreased from time to time by the by-laws. The name and address of the initial director of this corporation is:

Terence T. Sullivan  
520 N.W. 161 Avenue  
Pembroke Pines, Fl. 33028

## **ARTICLE XII BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE XIII RESTRICTION ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

<u>Name</u>	<u>Number of Stock</u>
Terence T. Sullivan	60
Jennie N. Sullivan	40

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XIV INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is not less than ONE THOUSAND DOLLARS (\$1000.00).

#### **ARTICLE XV MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### **ARTICLE XVI POWERS**

This corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

#### **ARTICLE XVII DIRECTORS RESIDENCY AND COMPENSATION**

Directors of this corporation must be residents of the State of Florida. The shareholders of this corporation shall have exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XVIII REMOVAL OF DIRECTORS**

The shareholders of this corporation shall not be entitled to remove any director from office during his/her term.

#### **ARTICLE XIX DIRECTOR QUORUM VOTING**

All of the directors shall constitute a quorum for a meeting of the directors. If a quorum is present, the affirmative vote of all the directors present, or, if a director or directors have abstained from voting, shall be the act of the Board of Directors.

#### **ARTICLE XX INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

**ARTICLE XXI SUB CHAPTER**

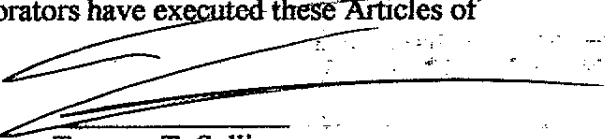
It is the intention of the undersigned incorporator to be treated as a "Small Business Corporation". Non-sub chapter S .

**ARTICLE XXII AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Article of Incorporation, and/or any amendment thereto, and any right conferred upon the shareholders is subject to this provision.

**Articles of Incorporation**  
of  
Balance Test Systems, Inc.

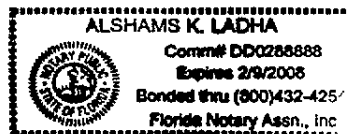
In Witness Whereof, the undersigned Incorporators have executed these Articles of Incorporation, on this 4th day of March 2004.

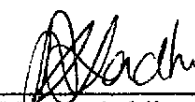
  
Terence T. Sullivan  
Incorporator

STATE of Florida        }  
                                  } SS:  
COUNTY of BROWARD }

THE FOREGOING instrument was acknowledged, and was sworn to, before me, on this 4th day of March 2004, by Terence T. Sullivan and Jennie N. Sullivan, known to me, to be the persons whose names are subscribed hereto, and who acknowledged that they executed the same, for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand, and official seal.



  
Notary Public  
State of Florida

The written acceptance of the registered agent:

I hereby verify that I am familiar with, and accept the duties, and the responsibilities as the Registered Agent, for the said Corporation.

  
Jennie N. Sullivan  
Registered Agent