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SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Heather Waters Photography, Inc.

Signature _____

Requested by: _____

Name

4/6/04

Date

10:26

Time

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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2009 APR -6 P 2:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Articles of Incorporation
of
HEATHER WATERS PHOTOGRAPHY, Inc.

The undersigned, acting as the incorporator of the corporation under the Florida general Corporation Act, adopts the following Articles of Incorporation for such corporation:

Article I

NAME

The name of this corporation is HEATHER WATERS PHOTOGRAPHY, Inc., The principal office address and the mailing address of said Corporation is 4753 COLLEGE STREET, Jacksonville, Florida 32205

Article II

DURATION

This Corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

Article III

PURPOSE

This corporation is organized for the purpose of transacting any or all-lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

Article IV

CAPITAL STOCK

This corporation is authorized to issue only one class of stock. The total number of shares shall be 1,000 and all of which shall be of par value of \$1.00 per share, which shall be designated as "Common Stock", qualified as Sec 1244 stock.

Article V

PRE-EMPTIVE RIGHTS

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

Article VI

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director constituting the initial Board of Directors. The board of directors shall be appointed by the corporation's shareholders. The number of directors may be either increased or decreased from time to time by the bylaws; however, there shall never be less than one (1) Director. The name and address of the initial Board of Directors of the corporation is:

HEATHER M. WATERS
4753 COLLEGE STREET
Jacksonville, Florida 32205

Article VII

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4753 COLLEGE STREET Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is HEATHER M. WATERS.

Article VIII

INCORPORATORS

The name and address of the Incorporator signing these articles is:

HEATHER M. WATERS
4753 COLLEGE STREET
Jacksonville, Florida 32205

Article IX

INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the Florida Stock Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under the said provisions from and against any and all the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of stockholders, or disinterested directors, or otherwise, both as to action in his or her official capacity and as to action while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

Article X

AMENDMENT

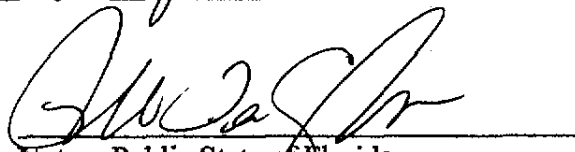
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.


HEATHER M. WATERS
Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

BEFORE ME, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared HEATHER M. WATERS, known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 2nd Day of April, 2004.



Notary Public State of Florida
My Commission Expires _____

RHONDA TERESA CUNNINGHAM
Notary Public, State of Florida
My comm. expires February 11, 2006
Comm. No. DD 091424


**CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST, that HEATHER WATERS PHOTOGRAPHY, Inc. desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 4753 COLLEGE STREET Jacksonville, Florida 32205 has named HEATHER M. WATERS as its agent to accept service or process with Florida. Dated this 2 day of April, 2004.


HEATHER M. WATERS
Director

SECOND, that having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.


HEATHER M. WATERS
Registered Agent

Date: 4/2/04

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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