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(Address)

(Address)

(City/State/Zip/Phone #)

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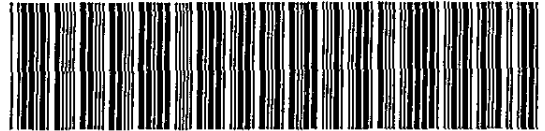
(Business Entity Name)

(Document Number)

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RECEIVED
JUN 17 2004
FEDERAL BUREAU OF INVESTIGATION
U.S. DEPARTMENT OF JUSTICE

04 JUN -4 PM 12:40

✓
6/8/04

JOHN ALLEN PARVIN

ATTORNEY AT LAW
28471 US HIGHWAY 19 NORTH #512
CLEARWATER, FLORIDA 33761
POST OFFICE BOX 601
PALM HARBOR, FLORIDA 34682
PHONE: (727) 791-4263
FAX: (727) 796-8499

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

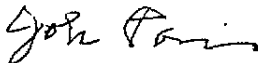
Re: RCF3 Enterprises, Inc, Inc.

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of the above referenced proposed corporation, accompanied by a copy of your letter dated May 18, 2004. Please note that the name of the proposed corporation has been changed from RCF Enterprises, Inc. to RCF3 Enterprises, Inc.. Assuming this is sufficient, please mail the certified copy to me at the street address noted above.

Thank you for your attention to this matter.

Sincerely,



John Allen Parvin



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

May 18, 2004

JOHN ALLEN PARVIN, ESQ.
POST OFFICE BOX 601
PALM HARBOR, FL 34682

SUBJECT: RCF ENTERPRISES, INC.
Ref. Number: W04000019190

RECEIVED
04 JUN -4 AM 11:43
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for RCF ENTERPRISES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

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: 304A00034837

**ARTICLES OF INCORPORATION
OF
RCF3 ENTERPRISES, INC.**

FILED
04 JUN -4 PM 12:40

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Chapter 607, Florida Statutes, the undersigned subscriber to these Articles of Incorporation hereby forms a Florida corporation for profit.

ARTICLE I - NAME

The name of the corporation shall be: RCF3 Enterprises, Inc.

ARTICLE II - PRINCIPAL OFFICE

The address of the principal office of the corporation is 1957 Sandra Dr., Clearwater, FL 33764, and the mailing address is the same..

ARTICLE III - PURPOSE

the purpose for which the corporation is organized is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - SHARES

The maximum number of shares the corporation is authorized to issue is ONE THOUSAND (1,000). Each share shall have a par value of ONE DOLLAR (\$1.00).

ARTICLE V - DIRECTORS

The name and addresses of the initial director of the corporation is:

R.C. Feldt, III
1975 Sandra Dr.
Clearwater, FL 33764

ARTICLE VI - EFFECTIVE DATE/TERM OF EXISTENCE

These articles shall be effective immediately upon approval of the Secretary of State of the State of Florida. The term of existence of the corporation shall be perpetual.

ARTICLE VII - AMENDMENT

The corporation reserves the right to alter, amend, change or repeal any provision contained in these articles, or in any amendment hereto, or to add any provision to these articles or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the

provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these articles or any amendment hereto are granted subject to this reservation.

ARTICLE VIII - BYLAWS

The Board of Directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE IX - REGISTERED OFFICE AND AGENT

The name and street address of the registered agent is:

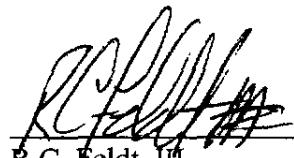
R.C. Feldt, III
1957 Sandra Dr.
Clearwater, FL 33764

ARTICLE X - INCORPORATOR

The name and address of the incorporator is:

R.C. Feldt, III
1957 Sandra Dr.
Clearwater, FL 33764

I hereby set my hand and seal on the foregoing Articles of Incorporation under the laws of the State of Florida on 5-26-04, 2004.

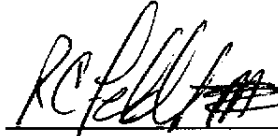

R.C. Feldt, III
Incorporator

5-26-04

FILED
04 JUN -4 PM 12:41
ALFARCE, FLORIDA

ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I state that I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



R.C. Feldt, III
Registered Agent

Dated: 5/26/04

FILED
04 JUN -4 PM 12:40
TALLAHASSEE FLORIDA