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2004 JUN 28 P 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: EVIL CONSULTING, 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 ~~\$1.00~~ = ~~\$88.50~~  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: GILBERT BOGGS  
Name (Printed or typed)

1445 LA COSTA DRIVE NW  
Address

PERMADENA PINES, FLORIDA 33027  
City, State & Zip

954-262-5242  
Daytime Telephone number

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

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2004 JUN 28 P 4: 48

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EVGIL CONSULTING, INC.

ARTICLE. I.

1.1 Name.

The name of the Corporation is Evgil Consulting, Inc.

ARTICLE 11.

2.1 General.

The purpose for which the Corporation is organized is to transact all lawful business for which Corporations may be organized under the laws of the State of Florida.

ARTICLE 111.

3.1 Powers.

As needed to pursue the corporate purposes, the following powers are hereby granted to the Board of Directors:

- (a) To sue, complain and defend in the corporate name.
- (b) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (c) To purchase, take receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- (e) To lend money and use its credit to assist corporate employees.
- (f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or

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foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

- (g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.
- (h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold their payment of funds so loaned or invested.
- (i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.
- (j) To make donations for the public welfare or for charitable, scientific or educational purposes.
- (k) To transact any lawful business which the Board of Directors shall find will be an aid of governmental policy.
- (l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

#### ARTICLE IV.

##### SHARES

##### 4.1 Authorized Shares.

The total authorized stock is:           Seven Thousand Five Hundred  
(7,500) common shares of \$1.00 par value per share.

#### ARTICLE V.

##### CONSENT MEETINGS

##### 5.1 MAJORITY CONSENT MEETINGS.

Any actions required or permitted to be taken at an annual or special meeting of Stockholders may be taken without a meeting, without prior written notice and without a meeting, without prior written notice and without a vote if consented to in writing by the holders of outstanding shares having at least the minimum number of votes necessary to authorize or ratify such action if taken at a meeting at which all shares entitled to action shall be given to the non-consenting Stockholders by (among other

methods) mailing said notice to said stockholders by first class mail, postage pre-paid, to the address of record.

## ARTICLE VI.

### AMENDMENT OF ARTICLES OF INCORPORATION

#### 6.1 Amendments to Articles.

The Corporation may amend its Articles of Incorporation, from time to time, so as:

- (a) To change its corporate name.
- (b) To change its period of duration.
- (c) To change, enlarge or diminish its corporate purposes.
- (d) To increase or decrease the aggregate number of shares, or shares of any class, which the corporation has authority to issue.
- (e) To limit, deny or grant to Stockholders of any class the pre-emptive right to acquire additional or treasury shares of the Corporation, whether then or thereafter authorized.
- (f) To increase or decrease the par value of the authorized shares on any class having a par value, whether issued or un-issued.
- (g) To exchange, classify, reclassify or cancel all or any part of its shares, whether issued or un-issued.
- (h) To change the designation of all or any part of its shares, whether issued or un-issued, and to change the preferences, limitations, and the relative rights in respect of all or any part of its shares whether issued or un-issued.
- (i) To change shares having par value, whether issued or un-issued, into the same or a different number of shares without, par value and to change shares without par value into the same or a different number of shares having a par value.
- (j) To change shares having par value, whether issued or un-issued, and whether with or without par value, into a different number of shares of the same class or into the same or a different number of shares, with or without par value, of other classes.
- (k) To create new classes of shares having rights and preferences either prior and superior or subordinate and inferior to the shares of any class then authorized, whether issued or un-issued.
- (l) To cancel or otherwise affect the right of the holders of the shares of any class to receive dividends which have accrued but have not been declared.
- (m) To authorize the Board of Directors to fix and determine the relative rights and preferences of the authorized but un-issued shares of series theretofore established in respect of which either the relative rights and preferences have not been fixed and

- determined or the relative rights and preferences theretofore fixed and determined are to be changed.
- (n) To revoke, diminish, or enlarge the authority of the Board of Directors to establish a series out of authorized but un-issued shares of any special class and fix and determine the relative rights and preferences of the shares of any series so established.

## ARTICLE V11

### DIRECTORS

#### 7.1 Directors.

The following are the names and addresses of the persons who shall serve as Directors until the first annual meeting of Stockholders or until their successors are elected and qualified:

Gilbert Bogis	1445 La Costa Drive W. Pembroke Pines, Florida 33027
Evie Bogis	1445 La Costa Drive W. Pembroke Pines, Florida 33027

#### 7.2 Number of Directors.

The Board of Directors of the Corporation shall consist of one or more members. The number of Directors shall be fixed by, or in the manner provided in, the By-Laws, except as to the number constituting the initial Board of Directors, which number has been fixed by these Articles of Incorporation. The number of Directors may be increased or decreased from time to time by amendment to, or in the manner provided in these Articles of Incorporation or the By-Laws, but no decrease shall have the effect of shortening the term of any incumbent Director. In the absence of a By-Law providing for the number of Directors, the number shall be the same as that provided for in these Articles of Incorporation.

## ARTICLE V111

### BY-LAWS

#### 8.1 Initial By-Laws

The initial By-Laws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the By-Laws or adopt new By-Laws, subject to repeal or change by action of the Stockholders shall be vested in the Board of Directors. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with law or the Articles of Incorporation.

## ARTICLE IX

### DIVIDENDS

#### 9.1 Dividends in General.

The Board of Directors of the Corporation may, from time to time, to declare and the Corporation may pay dividends in cash, property, or its own shares, except when the Corporation is insolvent or when the payment thereof would render the Corporation insolvent, subject to the following provisions:

- (a) Dividends may be declared and paid in cash or property only out of the unreserved and unrestricted earned surplus of the Corporation or out of the unreserved and unrestricted net earnings of the current fiscal year and the next preceding fiscal year taken as a single period, except as otherwise provided in this section.
- (b) Dividends may be declared and paid in cash out of depletion reserves, but each dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the Stockholders receiving the same concurrently with the distribution thereof.
- (c) Dividends may be declared and paid in treasury shares.
- (d) Dividends may be declared and paid in authorized but unissued shares out of any unreserved and unrestricted surplus of the Corporation upon the following conditions:
  - (1) If a dividend is payable in shares having a par value, such shares shall be issued at not less than the par value thereof and there shall be transferred to stated capital at the time such dividend is paid an amount of surplus equal to the aggregate par value of the shares to be issued as a dividend.
  - (2) If a dividend is payable in shares without par value, such shares shall be issued at such stated value as shall be fixed by the Board of Directors by resolution adopted at the time such dividend is declared and there shall be transferred to stated capital at the time such dividend is paid an amount of surplus equal to the aggregate stated value so fixed in respect of such shares; and the amount per share so transferred to stated capital shall be disclosed to the Stockholders receiving such dividend concurrently with the payment thereof.

## ARTICLE X

### CONFLICTS IN INTEREST

#### 10.1 Contracts with Directors and Officers.

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, shall be either void or avoidable because of such relationship or interest or interest or because such Director or Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or 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 which 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 Stockholders 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.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors which authorizes, approves or ratifies such contract or transaction.

#### 10.2 Lending to Directors.

The Corporation shall not lend money to or use its credit to assist its Directors without authorization in the particular case by its Stockholders, but may lend money to and use its credit to assist any employee of the Corporation or of a subsidiary, including any such employee who is a Director of the Corporation, if the Board of Directors decides that such loan or assistance may benefit the Corporation.

## ARTICLE XI

### PREEMPTIVE RIGHTS

#### 11.1 Preemptive Rights.

Except to the extent limited or denied by this section or by the Articles of Incorporation, Stockholders shall have a preemptive right to acquire un-issued or treasury shares or securities convertible into such shares or carrying a right to subscribe to or acquire shares.

Unless otherwise provided in the Articles of Incorporation.



- (a) No preemptive right shall exist:
  - (1) to acquire any shares issued to Directors, Officers or employees pursuant to approval by the affirmative vote of the holders of a majority of the shares entitled to vote thereon or when authorized by an consistent with a plan theretofore approved by such a vote of Stockholders: or
  - (2) To acquire any shares sold otherwise than for cash.
- (b) Holders of shares of any class that is preferred or limited as to dividends or assets shall not be entitled to any preemptive right.
- (c) Holders of shares of common stock shall not be entitled to any preemptive right to shares of any class that is preferred or limited as to dividends or assets or to any obligations, unless convertible into shares of common stock or carrying a right to subscribe to or acquire shares of common stock.
- (d) Holders of common stock without voting power shall have no preemptive right to shares of common stock with voting power.

#### ARTICLE X11

#### DISSOLUTION

##### 12.1 Non-Judicial Dissolution.

Upon the following event, the Corporation shall be dissolved:

A vote of One Hundred (100%) percent of the outstanding common shares.

#### ARTICLE X111

#### REGISTERED OFFICE

##### 13.1 Office.

The address of the initial registered office is:

1445 La Costa Drive W  
Pembroke Pines, Florida 33027

The mailing address of the initial registered office is:

1445 La Costa Drive W  
Pembroke Pines, Florida 33027

The name of the initial resident agent at the registered office is:

Gilbert Bogis

Gilbert Bogis

ARTICLE XIV  
INCORPORATORS

14.1 Incorporators.

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Resident or Business Address</u>
Gilbert Bogis	1445 La Costa Drive W Pembroke Pines, Florida 33027
Evie Bogis	1445 La Costa Drive W Pembroke Pines, Florida 33027

ARTICLE XV

TERM

15.1 Term.

The term existence of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned, the Incorporators of the above name Corporation, have hereunto signed these Articles of Incorporation on the 19th day of May, 2004.

Maria P. Colon  
Faust K. Walters  
As to Gilbert Bogis

Gilbert Bogis  
GILBERT BOGIS

Maria P. Colon  
Faust K. Walters  
As to Evie Bogis

Evie Bogis  
EVIE BOGIS

STATE OF FLORIDA)

)ss:

COUNTY OF BROWARD)

BEFORE ME personally appeared GILBERT BOGIS AND EVIE BOGIS to me to be the persons described as "Subscribers" and who executed the fore-going Articles of Incorporation, and they acknowledged before me that they subscribed to same.

WITNESS my hand and official sea this 14<sup>th</sup> day of May.  
2004.

*Mary Ann Galvin*  
\_\_\_\_\_  
NOTARY PUBLIC, STATE OF FLORIDA AT LARGE

ID: *Personally Known*



Mary Ann Galvin  
MY COMMISSION # DD133174 EXPIRES  
November 12, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**FILED**  
2004 JUN 28 P 4:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA