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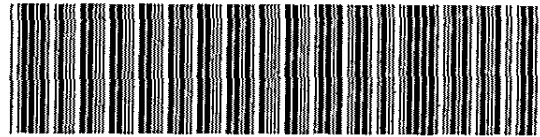
(Business Entity Name)

(Document Number)

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LUIS E. INSIGNARES

PROFESSIONAL ASSOCIATION

ATTORNEY AT LAW

2147 FIRST STREET

MAILING ADDRESS: P.O. BOX 2636

FORT MYERS, FLORIDA 33902

E-MAIL: leinsignares@lei-law.com

MEMBER OF THE
FLORIDA AND D.C. BARS

TELEPHONE (239) 274-6000
FACSIMILE (239) 274-5559

August 12, 2004

Secretary of State
Division of Corporations
409 East Gaines
Tallahassee, Florida 32399

Re: Smith Holdings, Inc.

Gentlemen:

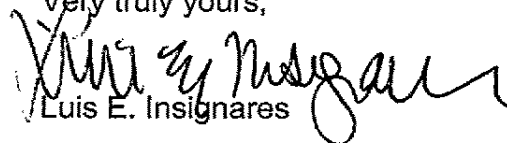
Enclosed please find the original and one copy of the Articles of the above-entitled corporation.

In addition, you will find my check in the amount of \$78.75 as payment of filing fees, agent designation and certified charter.

If the enclosed meets with your approval, it will be greatly appreciated if you would grant the charter and return a certified copy of the same to my office.

Should you have any questions concerning this matter, do not hesitate to contact me.

Very truly yours,


Luis E. Insignares

LEI/djs
Enclosures

04 SEP 27 PM 1:15
FBI
TALLAHASSEE

ARTICLES OF INCORPORATION
OF
SMITH INVESTMENTS & HOLDINGS, INC.

We, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is: SMITH INVESTMENTS & HOLDINGS, INC. The principal office and mailing address is: 3613 SW 29th Avenue, Cape Coral, Florida 33914.

ARTICLE II: DURATION

The term of existence of the corporation is perpetual.

ARTICLE III: PURPOSE

The purpose for which the corporation is organized is for the purpose of real estate investment.

The corporation may transact any and all lawful businesses for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV: CAPITAL STOCK

The aggregate number of share of stock which the corporation has authority to issue is FIVE HUNDRED (500), all of which shall be common shares with a par value of \$1.00.

ARTICLE V: TERM OF EXISTENCE

The corporation shall commence business as soon as the Secretary of State of the State of Florida approves and issues the Charter and shall continue perpetually thereafter unless sooner dissolved by law.

ARTICLE VI: INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation in the State of Florida is: 3613 SW 29th Avenue, Cape Coral, Florida 33914.

ARTICLE VII: INITIAL REGISTERED AGENT

The initial registered agent of this corporation is: JERRY W. SMITH

I, JERRY W. SMITH, hereby accept the designation
of registered agent of the above-named corporation.



JERRY W. SMITH

ARTICLE VIII: DIRECTORS

This corporation shall have two (2) directors initially. The number may be increased from time to time by Bylaws adopted by the stockholders. Directors need not be residents of the State of Florida.

ARTICLE IX: INITIAL DIRECTORS

The names and post office addresses of the initial Directors are as follows:

JERRY W. SMITH
3613 SW 29th Avenue
Cape Coral, Florida 33914

JAMES G. SMITH
5426 SW 20th Place
Cape Coral, Florida 33914

04 OCT 20 PM 1:15
CLERK OF COURT
CLERK OF COURT

ARTICLE X: INCORPORATORS

The names and post office addresses of each subscriber to these Articles of Incorporation are as follows:

JERRY W. SMITH
3613 SW 29th Avenue
Cape Coral, Florida 33914

JAMES G. SMITH
5426 SW 20th Place
Cape Coral, Florida 33914

ARTICLE XI: PREEMPTIVE RIGHTS

Shareholders of the corporation shall have preemptive rights to acquire their prorata share of stock of the corporation for all issues of any class of stock of the corporation no matter when authorized or for whatever consideration it is contemplated to be received by the corporation including but not limited to cash, other properties, services, the acquisition of other corporation shares or property through merger or the extinguishment of debts. Preemptive rights shall apply to any issuance of shares and to the reissuance of all redeemed or otherwise acquired shares including the reissuance of treasury shares.

This Article pertaining to preemptive rights may not be amended or deleted except with the unanimous vote of the shareholders of each affected class.

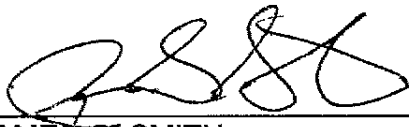
No issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the corporation. The preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the corporation or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the corporation.

ARTICLE XII: AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law. Each amendment shall be approved by the Board of Directors, proposed to them by the stockholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon unless all Directors and all stockholders sign a written agreement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, we have hereunto subscribed our names this 3rd day of ~~August~~^{September}, 2004 at Lee County, Florida.


JERRY W. SMITH


JAMES G. SMITH

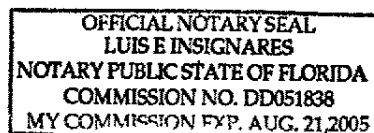
STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared JERRY W. SMITH, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. The said JERRY W. SMITH is personally known to me or presented _____ as identification and did take an oath.

WITNESS my hand and official seal at Lee County, Florida this 3rd day of ~~August~~^{September}, 2004.


NOTARY PUBLIC - STATE OF FLORIDA

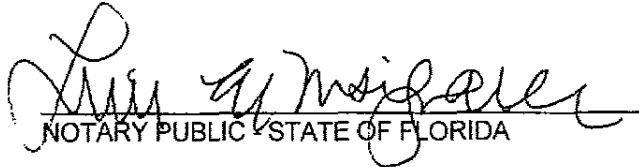


STATE OF FLORIDA

COUNTY OF LEE

BEFORE ME, the undersigned officer authorized to administer oaths and take acknowledgements, personally appeared JAMES G. SMITH, known to me to be the person described in and who executed the above and foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the purposes therein expressed. The said JAMES G. SMITH is personally known to me or presented _____ as identification and did take an oath.

WITNESS my hand and official seal at Lee County, Florida this 3rd day of ~~August~~ September, 2004.


NOTARY PUBLIC STATE OF FLORIDA

