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TALLAHASSEE, FLORIDA

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08/11/04

Law Offices of
Troy W. Stephan, P.A.

TROY W. STEPHAN, ESQUIRE
LICENSED IN FLORIDA
WASHINGTON D.C.
NEW JERSEY

Paralegal
LUCILLE B. REES

TELEPHONE: 321-433-0771
FACSIMILE: 321-433-0775

11 RIVERSIDE DRIVE
SUITE 202
COCOA, FLORIDA 32922

POST OFFICE BOX 688
COCOA, FLORIDA 32923-0688

E-MAIL:
LUCIREES@BELLSOUTH.NET

October 28, 2004

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

Reference: Whispering Hills Ventures, *Inc.*

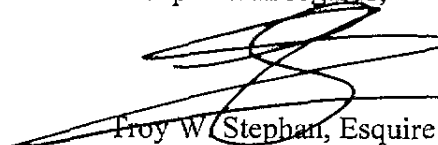
Dear Sirs:

Please find enclosed, the Articles of Incorporation of Whispering Hills Ventures, *Inc.*
Acceptance of the Registered Agent and our check in the amount of \$78.75 payable to the
Department of State.

Please file the Articles of Incorporation and the Acceptance upon receipt and provide this
office with a certified copy. I have enclosed a stamped, return envelope for your convenience in
forwarding the certified copy.

Thank you for your assistance in this regard.

Best personal regards,



Troy W. Stephan, Esquire

TWS/lbr
Enclosures

ARTICLES OF INCORPORATION

OF

WHISPERING HILLS VENTURES, Inc

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following articles of incorporation:

**ARTICLE I
NAME**

The name of the corporation is **WHISPERING HILLS VENTURES, Inc**

**ARTICLE II
PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of the corporation's principal office is 11 Riverside Drive, Suite 202, City of Cocoa, County of Brevard, State of Florida 32922. The name of the initial registered agent of the corporation, located at that office, is TROY W. STEPHAN, ESQ.

**ARTICLE III
CORPORATE DURATION**

The period of the corporation's duration shall be perpetual or until dissolved on a vote of the shareholders as provided in these articles.

**ARTICLE IV
PURPOSE OR PURPOSES**

The general purposes for which the corporation is organized are:

1. Real estate acquisition and sales.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things set forth in these Articles to the same extent as a natural person might or could do.
3. Specifically to purchase properties for the purpose of resale or development.
4. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is

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authorized to carry on, pursuant to the provisions of these Articles; and to hold, utilize, and in any manner dispose of the rights and property so acquired.

5. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department, and to perform and carry out, assign, cancel, or rescind any of such contracts.

6. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated in these Articles and otherwise granted or permitted by law, while acting as agent, nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in this capacity or under this arrangement develop, improve, stabilize, strengthen, or extend the property and commercial interest of the property and to aid, assist, or participate in any lawful enterprise in connection with or incidental to the agency, representation, or service, and to render any other service or assistance it may lawfully do under the laws of the State of Florida.

7. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers set forth in these Articles, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause. They shall be regarded as independent purposes and powers. Nothing contained in these Articles shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under Florida laws, lawfully carry on, exercise, or do.

ARTICLE V
CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is 500 shares. [These shares shall be of a single class of common stock, and shall have a value of \$1.00 per share].

ARTICLE VI
CAPITALIZATION

The aggregate number of shares that the corporation is authorized to issue is 500. Such shares shall be of a single class, and shall have a par value of \$1.00.

ARTICLE VII
CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida

ARTICLE VIII
INCORPORATORS

The name and street address of each person signing these articles of incorporation as an incorporator is:

Troy W. Stephan
P.O. Box 688
Cocoa, Florida 32923

Donald Stephan
1783 Meadows Ct.
Merritt Island, Florida 32953

ARTICLE IX
DIRECTORS

The corporation is to be managed by a board of directors. The number of directors constituting the initial board of directors is three (3), and the name and addresses of the initial directors are:

Troy W. Stephan
P.O. Box 688
Cocoa, Florida 32923

Donald Stephan
1783 Meadows Ct.
Merritt Island, Florida 32953

The initial directors shall hold office until their successors are elected and qualified as provided in the bylaws. Then the term of office of each director shall be two (2) years and until the

election and qualification of a successor. The number of directors set forth in these articles of incorporation and constituting the initial board of directors shall be the authorized number of directors until that number is changed by a bylaw duly adopted by the shareholders.

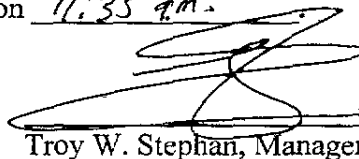
ARTICLE X BYLAWS

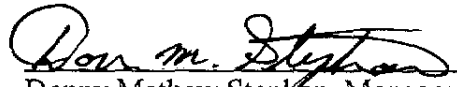
The initial directors shall submit the proposed bylaws to the shareholders at a meeting to be held for that purpose not more than 60 (sixty) days following the issuance of the Certificate of Corporation. Following the adoption of bylaws by affirmative vote, the internal affairs of the corporation are to be regulated and managed in accordance with the bylaws.

ARTICLE XI DISSOLUTION

The corporation may be dissolved at any time (1) by unanimous consent of the shareholders; or (2) on the affirmative vote of the holders of at least 2/3 (two-thirds) of the outstanding shares of the corporation entitled to vote. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by the shareholder.

The undersigned incorporators of this corporation, have executed these articles at October 28, 2004 on 11:35 a.m.


Troy W. Stephan, Manager


Donny Mathew Stephan, Manager

IN WITNESS WHEREOF, the undersigned subscriber has executed these articles of incorporation this 28 day of Oct., 2004.

ACKNOWLEDGMENT

STATE OF FLORIDA
COUNTY OF BREVARD

The foregoing articles of incorporation were acknowledged before me on the 1st day of November, 2004, by Troy W. Stephan and Donald Mathew Stephan, who are well-known to me or who have produced FL DL S315-819-10-2450 as identification.
Donald - FL DL S315-193-63-028-0

Martha Pickel
Notary Public (SEAL)

My commission expires:

