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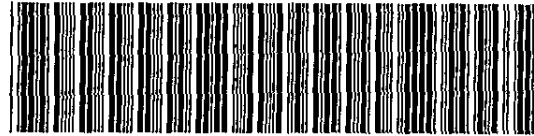
(Business Entity Name)

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W04-40974
W04-38574
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TRANSMITTAL LETTER

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

SUBJECT: Smith Hill 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 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Doug Mattioda
 Name (Printed or typed)

811 Sanctuary Cove
 Address

North Palm Beach, FL 33410
 City, State & Zip

561 833-8488
 Daytime Telephone number

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TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION
OF SMITH HILL DEVELOPMENT, INC.

ARTICLE 1

NAME AND EXISTANCE: THE NAME OF THIS CORPORATION IS "SMITH HILL DEVELOPMENT, INC." THE "CORPORATION" SHALL HAVE PERPETUAL EXISTANCE.

ARTICLE 2

BUSINESS AND ACTIVITIES: THE CORPORATION MAY, AND IS ORGANIZED AND AUTHORIZED TO, ENGAGE IN ANY ACTIVITY OR BUSINESS PERMITTED UNDER THE LAWS OF THE UNITED STATES AND OF THE STATE OF FLORIDA.

ARTICLE 3

CAPITAL STOCK: THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THE CORPORATION IS AUTHORIZED TO HAVE OUTSTANDING AT ANY ONE TIME ONE MILLION (1,000,000) SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$0.001 PER SHARE, WITH THE CONSIDERATION TO BE PAID FOR EACH SHARE IN MONEY, PROPERTY OF SERVICES, AS MAY BE FIXED BY THE BOARD OF DIRECTORS.

ARTICLE 4

MAILING ADDRESS AND PRINCIPAL PLACE OF BUSINESS: THE MAILING ADDRESS OF THE CORPORATION IS 811 SANCTUARY COVE, NORTH PALM BEACH, FLORIDA 33410. THE PRINCIPAL PLACE OF BUSINESS OF THE CORPORATION IS 811 SANCTUARY COVE, NORTH PALM BEACH, FLORIDA 33410.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 811 SANCTUARY COVE, NORTH PALM BEACH, FLORIDA 33410, AND THE INITIAL REGISTERED AGENT OF THE CORPORATION AT THAT ADDRESS IS DOUG J. MATTIODA.

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ARTICLE 6

INCORPORATORS: THE INCORPORATORS OF THE CORPORATION ARE DOUG J. MATTIODA WHOSE BUSINESS ADDRESS IS 811 SANCTUARY COVE, NORTH PALM BEACH, FLORIDA 33410.

ARTICLES 7

NUMBER OF DIRECTORS: THE BOARD OF DIRECTORS OF THE CORPORATION SHALL CONSIST INITIALLY OF DOUG J. MATTIODA. THEREAFTER, DIRECTORS SHALL BE ELECTED PURSUANT TO PROCEDURES CONTAINED IN THE BYLAWS. DIRECTORS, AS SUCH SHALL RECEIVE SUCH COMPENSATION FOR THEIR SERVICES, IF ANY, AS MAY BE SET BY THE BOARD OF DIRECTORS AT THE ANNUAL OR SPECIAL MEETING. THE DIRECTORS MAY AUTHORIZE AND REQUIRE THE PAYMENT OF THE REASONABLE EXPENSES INCURRED BY DIRECTORS ATTENDING THE MEETING OF THE DIRECTORS. NOTHING IN THIS ARTICLE SHALL BE CONSTRUED TO PRELUDE A DIRECTOR FROM SERVING THE CORPORATION IN ANY OTHER CAPACITY AND RECEIVING COMPENSATION THEREFOR.

ARTICLE 8

INITIAL BOARD OF DIRECTORS: THE NAME AND ADDRESS OF EACH MEMBER OF THE CORPORATION'S INITIAL BOARD OF DIRECTORS ARE AS FOLLOWS:

DOUG J. MATTIODA	811 SANCTUARY COVE DRIVE
	NORTH PALM BEACH, FLORIDA 33410

ARTICLE 9

AMENDMENT: THESE ARTICLES OF INCORPORATION MAY BE AMENDED AS PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE BOARD OF DIRECTORS, PROPOSED TO THEM BY THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDER'S MEETING BY A TWO-THIRDS MAJORITY OF THE STOCK ISSUED AND ENTITLED TO VOTE, UNLESS ALL THE OF THE DIRECTORS AND ALL THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPATION BE MADE.

ARTICLE 10

INDEMNIFICATION: THE CORPORATION SHALL INDEMNIFY, OR ADVANCE REASONABLE EXPENSES TO THE FULLEST EXTENT AUTHORIZED OR PERMITTED BY THE FLORIDA BUSINESS CORPORATION ACT. ANY PERSON MADE, OR THREATENED TO BE MADE, A PARTY TO ANY ACTION, SUIT, OR PROCEEDING BY REASON OF THE FACT THAT HE/SHE: (I) IS OR WAS DIRECTOR OF THE CORPORATION; (ii) IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR OF ANOTHER CORPORATION; (iii) IS OR WAS AN OFFICER OF THE CORPORATION, PROVIDED THAT HE/SHE IS OR WAS AT THE TIME A DIRECTOR OF THE CORPORATION; OR (iv) IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS AN OFFICER OF ANOTHER CORPORATION. PROVIDED THAT HE/SHE IS OR WAS AT THE TIME A DIRECTOR OF THE CORPORATION OR A DIRECTOR OF SUCH OTHER CORPORATION, SERVING AT THE REQUEST OF THE CORPORATION. UNLESS OTHERWISE EXPRESSLY PROHIBITED BY THE FLORIDA BUSINESS CORPORATION ACT, AND EXCEPT AS OTHERWISE PROVIDED IN THE FOREGOING SENTENCE, THE BOARD OF DIRECTORS OF THE CORPORATION SHALL HAVE SOLE AND EXCLUSIVE DISCRETION, ON SUCH TERMS AND CONDITIONS AS IT SHALL DETERMINE, TO INDEMNIFY, OR ADVANCE EXPENSES TO, ANY PERSON MADE OR THREATENED TO BE MADE, A PARTY TO ANY ACTION, SUIT, OR PROCEEDING BY REASON OF THE FACT THAT HE/SHE IS OR WAS AN OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS AN OFFICER EMPLOYEE, OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE, TRUST OR OTHER ENTERPRISE. NO PERSON FALLING WITHIN THE PURVIEW OF THE FOREGOING SENTENCE MAY APPLY FOR INDEMNIFICATION OF ADVANCEMENT OF EXPENSES TO ANY COURT OF COMPETENT JURISDICTION.

IN WITNESS WHEREOF, I, THE UNDERSIGNED, HAVE EXECUTED THESE ARTICLES OF INCORPORATION FOR THE USES AND PURPOSES STATED HEREIN THIS 8th DAY OF DECEMBER 2004.


DOUG L. MATTIODA

AS INCORPORATORS OF
SMITH HILL, INC.
STATE OF FLORIDA
COUNTY OF PALM BEACH

Marguerite M. Periziani
NOTARY PUBLIC



CERTIFICATE OF ACCEPTANCE OF REGISTERED AGENT

HAVING BEEN DESIGNATED AS THE REGISTERED AGENT FOR SMITH HILL,
INC. I HEREBY ACCEPT DESIGNATION AND AGREE TO ACT AS THE
REGISTERED AGENT OF SAID CORPORATION.

DATED THIS 8th DAY OF DECEMBER 2004.

Doug J. Mattioda
DOUG J. MATTIODA

STATE OF FLORIDA
COUNTY OF PALM BEACH

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TALLAHASSEE, FLORIDA