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From:
Account Name : EMPIRE CORPORATE KIT COMPANY
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FLORIDA PROFIT CORPORATION OR P.A.

the vegh corporation

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

In Compliance with Chapter 607 and / or Chapter 621, F.S.

(Profit)

THE VEGH CORPORATION

ARTICLE I: NAME

The Name of the corporation shall be: THE VEGH CORPORATION.

ARTICLE II: PRINCIPAL OFFICE:

The principal place of business / mailing address is:

2114 NORTH 38TH AVENUE
HOLLYWOOD, FLORIDA 33021

ARTICLE III: DURATION

The corporation shall have perpetual existence commencing on the date of the filing of theses Articles of Incorporation with the Department of State.

ARTICLE IV: PURPOSE:

The corporation is organized for the purpose of transacting any or all lawful business and more particularly; The VEGH CORPORATION shall have, hold, and maintain, any and all legal and beneficial title, rights, duties, obligations, hereditaments, rents, equity, income in any and all forms, and any and all actions that lie in law and / or equity, including but not limited to the particular parcel of real property, buildings, appurtenances, fixtures, and easements located at 4161 NORTH STATE ROAD 7, HOLLYWOOD, FLORIDA 33021 and any portion, part or parcel and the entirety thereof with respect to any and all other parcels of real property and articles of personalty so acquired by THE VEGH CORPORATION. The Corporation and / or its designated President / Majority Stock Holder, Xaveria Vegh (Senior), may, at her sole discretion improve, sell and or dispose of, in any legal manner, the aforementioned real property and / or add any and all real and / or personal property to the assets of the pertinent.

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ARTICLE V: CAPITAL STOCK:

The corporation is authorized to issue One - Hundred (100) shares of common stock at One Dollar (\$1.00) par value, which shall be designated as "Common / Shares" entitling the owner to voting privileges pertinent to the maintenance, operation, amendment(s), and / or dissolution of THE VEGH CORPORATION.

ARTICLE VI: PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or other negotiable instrument, or for good and valuable consideration thereof, of any new stock of the corporation shall have the right to purchase her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

The President, Vice President, Treasurer and Secretary, Xaveria Vegh (Senior), in all roles shall be issued Fifty - Two (52%) of all "Common / Voting Shares" at inception of the corporation.

Additionally, three sets of (16) shares of common stock (Non-voting) shall be issued to the Daughters of Xaveria Vegh (Senior) respectively upon inception of the incorporation. The daughters, Cynthia Vegh-Whisnant, Xaveria Vegh (Junior), and Diane T. Windle shall each own sixteen percent (16%) of the corporation respectively (non-voting stock).

Each shareholder shall own their respective shares as joint tenants with rights of survivorship.

Each Shareholder shall enter a "Stock Purchase Agreement" during the life of the THE VEGH CORPORATION.

ARTICLE VII: DISTRIBUTION OF INCOME

All income, assets, and equity in any form derived by ~~and for the corporation~~ shall inure solely to the benefit and be the exclusive legal and beneficial property of XAVERIA VEGH (Senior). Said corporate income and assets shall remain the beneficial and legal property of, and only of, XAVERIA VEGH (Senior) until the time of her death. Upon XAVERIA VEGH (Senior)'s death, any and all corporate income, assets, and equities shall pass immediately to the surviving corporate officers in equal shares.

ARTICLE VIII: INITIAL REGISTERED OFFICE AND AGENT

The Street address of the initial registered office of the corporation is: 2114 North 38th Avenue, Hollywood, Florida 33021, and the name of the initial registered agent of the corporation at that address is: XAVERIA VEGH (Senior).

ARTICLE IX: INITIAL DIRECTORS:

Initially, the corporation shall have on (1) Director who shall serve until their successors shall be elected / appointed at the first meeting of the stockholders and thereafter the corporation shall have no less than one (1) director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws.

The names and addresses of the initial Directors are as follows: addresses and specific titles of The VEGH CORPORATION Corporate Officers are:

<u>NAME</u>	<u>ADDRESS</u>
1. Xaveria Vegh (Senior) CHAIRMAN and DIRECTOR	2114 North 38 th Avenue, Hollywood, Florida 33021.

ARTICLE X - OFFICERS:

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

<u>NAME</u>	<u>ADDRESS</u>
Xaveria Vegh (Senior) PRESIDENT, VICE PRESIDENT SECRETARY AND TREASURER in PERPETUITY UNTIL HER DEATH OR INCAPACITATION	2114 North 38 th Avenue, Hollywood, Florida 33021.

ARTICLE X - INCORPORATOR

The name and address of the Incorporator signing these Articles is:

<u>NAME</u>	<u>ADDRESS</u>
Xaveria Vegh (Senior)	2114 North 38 th Avenue, Hollywood, Florida 33021.

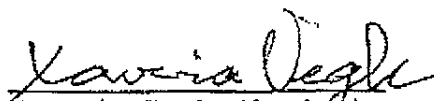
ARTICLE XI - INDEMNIFICATION

The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No Officer or Director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that Officer or Director breached or failed to perform her duties as an Officer or Director as provided in §607.0831, Florida Statutes (2003).

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to the reservation of the Majority Shareholder, and Articles may only be amended at any time by a majority vote of the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation on the date of signing, and all Officers and Directors so ratify the above.


Xaveria Vegh (Senior)
CHAIRMAN/Incorporator
(Majority Shareholder)

1-21-2005
Date

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CERTIFICATE DESIGNATING REGISTERED AGENT AND
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF
PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF AGENT
UPON WHOM PROCESS MAY BE SERVED

In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted:

FIRST that THE VEGH CORPORATION, desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at 2114 North 38th Avenue, Hollywood, FL 33021, has named Xaveria Vegh, located at 2114 North 38th Avenue, Hollywood, FL 33021 as its agent to accept service of process within Florida.

Dated: 1-21-2005

Xaveria Vegh
Xaveria Vegh, Incorporator

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

[Agent]

1/21/05

By Xaveria Vegh
Xaveria Vegh,
Registered Agent

05 JAN 25 AM 9:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
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