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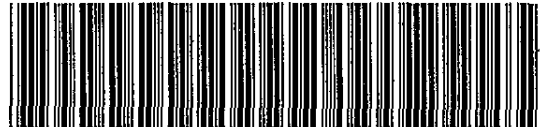
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TALLAHASSEE, FLORIDA

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## Terrence L. Ivey, Attorney at Law

1650 Art Museum Drive, Suite 17  
Jacksonville, Florida 32207

Telephone (904) 348-5677  
Facsimile (904) 348-5626

March 2, 2005

### VIA OVERNIGHT MAIL

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

RE: N SEASON CORPORATION

Dear Sir/Madam:

Please find enclosed herewith an original and copy of the Articles of Incorporation for each of the above-referenced corporation. In addition, a check in the amount of \$78.75 is enclosed to cover the costs of the applicable fees as follows:

Filing Fee:	\$35.00
Certificate of Status:	\$8.75
Registered Agent Fee:	<u>\$35.00</u>
	\$78.75

Please file the original of the enclosed and return a copy to the undersigned. Your prompt attention to this matter would be appreciated.

Sincerely,

  
Terrence L. Ivey, Esquire  
FOR THE FIRM

TLI/

Enclosures (as stated)

Cc: Steve Newbill

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

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

**SUBJECT:** N SEASON CORPORATION  
(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  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** TERRENCE L. IVEY, ESQUIRE  
Name (Printed or typed)

1650 ART MUSEUM DRIVE, SUITE 17  
Address

JACKSONVILLE, FLORIDA 32207  
City, State & Zip

(904) 348-5677  
Daytime Telephone number

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

# **ARTICLES OF INCORPORATION**

**OF**

## **N SEASON CORPORATION**

I, the undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

### **ARTICLE I**

#### **Name of Corporation**

The name of the corporation shall be:

**N SEASON CORPORATION**

### **ARTICLE II**

#### **Effective Date of Business**

The effective date of the business shall be five (5) business days prior to the date of receipt of the articles by the Division of Corporations.

### **ARTICLE III**

#### **Nature of Business**

The general nature of the business to be transacted by this corporation is sales and marketing. This corporation will also engage in any other activities or business permitted under the laws of the United States and the State of Florida.

To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, manage, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property,

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and services, of every class, kind and description except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To produce corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences or indebtedness created by other corporations of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges or ownership, including the right to vote such stock.

#### ARTICLE IV

##### **Stock**

The maximum number of shares of stock that the corporation is authorized to have outstanding at any one time is:

100 shares of common stock

A. Shareholders of the corporation shall have preemptive rights to acquire their pro rata share of stock of the corporation for all issues of the one class of common stock of the corporation no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, acquisition of other

corporations shares or property through merger or extinguishment of debts. Preemptive rights shall apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

B. This Article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders.

C. No issue 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.

D. There shall be no more than fifteen (15) shareholders of this corporation at any time. Said shareholders may be real persons and/or legal entities such as corporations, associations, or partnerships, unless otherwise set forth in the By-Laws.

#### ARTICLE V

##### **Term of Existence**

This corporation is to exist perpetually.

#### ARTICLE VI

##### **Principal Place of Business**

The initial street address of the principal office of this corporation is 4445 Mandarin Ridge Court, Jacksonville, Florida 32258. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

#### ARTICLE VII

##### **Directors**

The business affairs of the corporation shall be directed by  
**Sonja D. Newbill, President/Director and Steve Newbill, Vice**

**President/Director** and their address is 4445 Mandarin Ridge Court,  
Jacksonville, Florida 32258.

ARTICLE VIII

**Registered Agent**

The initial designation of the registered agent office of this corporation shall be **Steve Newbill, 4445 Mandarin Ridge Court, Jacksonville, Florida 32258**. Pursuant to Florida Statutes Section 607.501, having been named to accept process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.



**STEVE NEWBILL, Registered Agent**

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TALLAHASSEE, FLORIDA

ARTICLE IX

**Amendment**

The Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by a majority vote of the shareholders based on a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**IN WITNESS WHEREOF**, Steve Newbill, the Vice President/Director and Incorporator, has hereunto set his hand and seal this 25<sup>th</sup> day of February, 2005.



**STEVE NEWBILL, Vice President/Incorporator**