

P05000054219

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

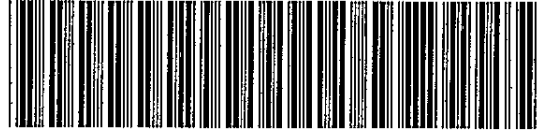
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

13923
PO

Office Use Only

4/13



000048029630

FILED

05 APR 12 AM 10:04

RECEIVED
TAMPA, FLORIDA

03/10/05--01031--013 **78.75

TRANSMITTAL LETTER

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

SUBJECT: BerDanna 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 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Jamila Edmunds
Name (Printed or typed)

POBOX 1572
Address

WINDERMERE FL. 34786
City, State & Zip

407-340-1953
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

BerDanna, Corporation

FILED
05 APR 12 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE NAME OF THE CORPORATION IS

I. BerDanna, CORPORATION

PRINCIPAL OFFICE IS THE SAME JR
II. ITS REGISTERED OFFICE^{AND} IN THE STATE OF
FLORIDA IS LOCATED AT 3926 KILMARNOCK
DR. APOPKA, FL. 32712.

THIS CORPORATION MAY MAINTAIN ANY OFFICE
OR OFFICES, IN SUCH OTHER PLACES WITHIN OR
WITHOUT THE STATE OF FLORIDA AS MAY BE
FROM TIME TO TIME DESIGNATED BY THE BOARD
OF DIRECTORS, OR BY THE BY-LAWS OF SAID
CORPORATION, AND THAT THIS CORPORATION
MAY CONDUCT ALL CORPORATION BUSINESS OF
EVERY KIND AND NATURE, INCLUDING THE
HOLDING OF ALL MEETINGS OF DIRECTORS AND
STOCKHOLDERS, OUTSIDE THE STATE OF FLORIDA
AS WELL AS WITHIN THE STATE OF FLORIDA.

III. THE OBJECTS FOR WHICH THIS
CORPORATION IS FORMED ARE: TO ENGAGE IN ANY
LAWFUL ACTIVITY, INCLUDING, BUT NOT LIMITED TO
INCLUDING, BUT NOT LIMITED TO

IV. THAT THE TOTAL NUMBER OF VOTING COMMON STOCK AUTHORIZED TO BE ISSUED BY THE CORPORATION IS TWENTY-FIVE THOUSAND (25,000) SHARES OF STOCK WITHOUT NOMINAL OR PAR VALUE AND NO OTHER CLASS OF STOCK SHALL BE AUTHORIZED. SAID SHARES BE ISSUED BY THE CORPORATION FROM TIME TO TIME FOR SUCH CONSIDERATIONS AS MAY BE FIXED BY BOARD OF DIRECTORS.

V. THE GOVERNING BOARD OF THIS CORPORATION SHALL BE KNOWN AS DIRECTORS AND THE NUMBER OF DIRECTORS MAY FROM TIME TO TIME BE INCREASED OR DECREASED IN SUCH MANNER AS SHALL BE PROVIDED BY THE BY=LAWS OF THIS CORPORATION, PROVIDING THAT THE NUMBER OF DIRECTORS SHALL BOT BE REDUCED TO FEWER THAN ONE (1)

THE NAME AND POST OFFICE ADDRESS OF THE FIRST BOARD OF DIRECTORS SHALL BE ONE (1) IN NUMBER AND LISTED AS FOLLOWS

NAME POST OFFICE ADDRESS

**JAMILA EDMUNDS, POBOX 1572
WINDERMERE, FL. 34786**

VI. THE CAPITOL STOCK, AFTER THE AMOUNT OF THE SUBSCRIPTION PRICE, OR PAR VALUE, HAS BEEN PAID IN, SHALL NOT BE SUGJECT TO ASSESSMENT TO PAY THE DEBTS OF THE CORPORATION.

VII. THE NAME AND POST OFFICE ADDRESS OF THE INCORPORATOR SIGNING THE ARTICLES OF INCORPORATION IS AS FOLLOWS:

**THE POST OFFICE ADDRESS
JAMILA EDMUNDS, POBOX 1572 WINDERMERE
FL34786**

VIII. THE RESIDENT AGENT FOR THIS CORPORATION SHALL BE:

**LATOYA CLEMENTS, 3926 KILMARNOCK DR.
APOPKA, FL. 32712**

- IX. THE CORPORATION IS TO HAVE PERPETUAL EXISTENCE.**
- X. THE FURTHERANCE AND NOT LIMITATION OF POWERS CONFERRED BY STATUTE, THE BOARD OF DIRECTORS IS EXPRESSLY AUTHORIZED: SUBJECT TO THE BY-LAWS, IF ANY ADOPTED BY STOCKHOLDERS, TO MAKE, ALTER OR AMEND THE BY-LAWS OF THE CORPORATION. TO FIX THE AMOUNT TO BE RESERVED AS WORKING CAPITAL STOCK PAID IN, TO AUTHORIZE AND CAUSE TO BE EXECUTED, MORTGAGES AND LIENS UPON THE REAL AND PERSONAL PROPERTY OF THIS CORPORATION.**

WHICH, TO THE EXTENT PROVIDED IN THE RESOLUTION, OR IN THE BY-LAWS OF THE CORPORATION, SHALL HAVE AND MAY EXERCISE THE POWERS OF THE BOARD OF DIRECTORS IN THE MANAGEMENT OF THE BUSINESS AND AFFAIRS OF THE CORPORATION. SUCH COMMITTEE, OR COMMITTEES, SHALL HAVE SUCH NAME, OR NAMES, AS MAY BE STATED IN THE BY-LAWS OF THE CORPORATION, OR AS MAY BE DETERMINED FROM TIME TO TIME BY RESOLUTION ADOPTED BY THE BOARD OF DIRECTORS.

WHEN AND AS AUTHORIZED BY THE AFFIRMATIVE VOTE OF THE STOCKHOLDERS HOLDING STOCK ENTITLING THEM TO EXERCISE AT LEAST A MAJORITY OF THE VOTING POWER GIVEN AT A STOCKHOLDERS MEETING CALLED FOR THAT PURPOSE, OR WHEN AUTHORIZED BY THE WRITTEN CONSENT OF THE HOLDERS OF AT LEAST A MAJORITY OF THE VOTING STOCK ISSUED AND OUTSTANDING, THE BOARD OF DIRECTORS SHALL HAVE POWER AND AUTHORIZE AT ANY MEETING TO SELL, LEASE OR EXCHANGE ALL OF THE PROPERTY AND ASSETS OF THE CORPORATION, INCLUDING ITS GOOD WILL AND ITS CORPORATE FRANCHISES, UPON SUCH TERMS AND CONDITIONS AS ITS BOARD OF DIRECTORS DEEMS EXPEDIENT AND FOR THE BEST INTEREST OF THE CORPORATION.

- XI. NO SHAREHOLDER SHALL BE ENTITLED AS A MATTER OF RIGHT TO SUBSCRIBE FOR OR RECEIVE ADDITIONAL SHARES OF ANY CLASS OF STOCK OF THE CORPORATION, WHETHER NOW OR HEREAFTER, AUTHORIZED, OR ANY BONDS, DEBENTURES OR SECURITIES CONVERTIBLE INTO STOCK, BUT SUCH ADDITIONAL SHARE OF STOCK OR OTHER SECURITIES CONVERTIBLE INTO STOCK MAY BE ISSUED OR DISPOSED OF BY THE BOARD OF DIRECTORS TO SUCH PERSONS AND ON SUCH TERMS

**AS IN ITS DISCRETION IT SHALL DEEM
ADVISABLE.**

- XII. NO DIRECTOR OR OFFICER OF THE CORPORATION SHALL BE PERSONALLY LIABLE TO THE CORPORATION OR ANY OF ITS STOCKHOLDERS FOR DAMAGES FOR BREACH OF FIDUCIARY DUTY AS A DIRECTOR OR OFFICER IN VOLVING ANY ACT OR OMISSION OF ANY SUCH DIRECTOR OR OFFICER, PROVIDED, HOWEVER, THAT THE FOREGOING PROVISION SHALL NOT ELIMINATE OR LIMIT THE LIABILITY OF A DIRECTOR OR OFFICER (I) FOR THE ACTS OR OMISSIONS WHICH INVOLVE INTENTIONAL MISCONDUCT, FRAUD OR A KNOWING VIOLATION OF LAW, OR (II) THE PAYMENT OF DIVIDENDS IN VIOLATION OF THE FLORIDA STATUTES. ANY REPEAL OR MODIFICATION OF THIS ARTICLE BY THE STOCKHOLDERS OF THE CORPORATION SHALL BE PROSPECTIVE ONLY, AND SHALL NOT ADVERSELY AFFECT ANY LIMITATION ON THE PERSONAL LIABILITY OF A DIRECTOR OR OFFICER OF THE CORPORATION FOR ACTS OR OMISSIONS PRIOR TO SUCH REPEAL OR MODIFICATION.**
- XIII. THIS CORPORATION RESERVES THE RIGHT TO AMEND, ALTER, CHANGE OR REPEAL ANY PROVISION CONTAINED IN THE ARTICLES OF INCORPORATION, IN THE MANNER NOW OR HEREAFTER PRESCRIBED BY STATUTE, OR BY THE ARTICLES OF INCORPORATION, AND ALL RIGHTS CONFERRED UPON**

THE FOLLOWING:

(A) SHALL HAVE SUCH RIGHTS, PRIVILEGES
AND POWERS AS MAY BE CONFERRED
UPON CORPORATIONS BY ANY EXITING
LAW.

(B) MAY AT ANY TIME EXERCISE SUCH
RIGHTS, PRIVILEGES, AND POWERS, WHEN NOT
INCONSISTENT WITH THE PURPOSE AND OBJECTS FOR
WHICH THIS CORPORATION IS ORGANIZED.

- (C) SHALL HAVE POWER TO HAVE SUCCESSION BY ITS CORPORATE NAME FOR THE PERIOD LIMITED IN ITS CERTIFICATE OR ARTICLES OF INCORPORATION, AND WHEN NO PERIOD IS LIMITED, PERPETUALLY, OR UNTIL DISSOLVED AND ITS AFFAIRS WOUND UP ACCORDING TO LAW.
- (D) SHALL HAVE THE POWER TO SUE AND BE SUED IN ANY COURT OF LAW OR EQUITY.
- (E) SHALL HAVE POWER TO MAKE CONTRACTS.
- (F) SHALL HAVE POWER TO HOLD, PURCHASE AND CONVEY REAL AND PERSONAL ESTATE AND TO MORTGAGE OR LEASE ANY SUCH REAL AND PERSONAL ESTATE WITH ITS FRANCHISES. THE POWER TO HOLD REAL AND PERSONAL ESTATE SHALL INCLUDE THE POWER TO TAKE THE SAME BY DEVISE OR BEQUEST IN THE STATE OF FLORIDA, OR IN ANY OTHER STATE, TERRITORY OR COUNTRY.
- (G) SHALL HAVE POWER TO APPOINT SUCH OFFICERS AND AGENTS, AS THE AFFAIRS OF THE CORPORATION SHALL REQUIRE, AND TO ALLOW THEM SUITABLE COMPENSATION.
- (H) SHALL HAVE POWER TO MAKE BY-LAWS NOT INCONSISTENT WITH THE CONSTITUTION OR LAW OF THE UNITED STATES, OR OF THE STATE OF FLORIDA, FOR THE MANAGEMENT, REGULATION, AND GOVERNMENT OF ITS AFFAIRS AND PROPERTY, THE TRANSFER OF ITS STOCK, THE TRANSACTION OF ITS BUSINESS AND THE CALLING AND HOLDING OF MEETINGS OF ITS STOCKHOLDERS.
- (I) SHALL HAVE POWER TO WIND UP AND DISSOLVE ITSELF, OR BE WOUND UP OR DISSOLVED.

- (J) SHALL HAVE POWER TO ADOPT AND USE A COMMON SEAL, OR STAMP, AND ALTER THE SAME AT PLEASURE. THE USE OF THE SEAL OR STAMP BY THE CORPORATION ON ANY CORPORATE DOCUMENTS IS NOT NECESSARY. THE CORPORATION MAY USE A SEAL OR STAMP, IF IT DESIRES, BUT SUCH USE OR NONUSE SHALL NOT IN ANY WAY AFFECT THE LEGALITY OF THE DOCUMENT.
- (K) SHALL HAVE POWER TO BORROW MONEY AND CONTRACT DEBTS WHEN NECESSARY FOR THE TRANSACTION OF ITS BUSINESS, OR FOR THE EXERCISE OF ITS CORPORATE RIGHTS, PRIVILEGES OR FRANCHISE OR FOR ANY OTHER LAWFUL PURPOSE OF ITS INCORPORATION; TO ISSUE BONDS, PROMISSORY NOTES, BILLS OF EXCHANGE, DEBENTURES, AND OTHER OBLIGATIONS AND EVIDENCES OF INDEBTEDNESS, PAYABLE AT A SPECIFIED EVENT OR EVENTS WHETHER SECURED BY MORTGAGE, PLEDGE, OR OTHERWISE, OR UNSECURED, FOR MONEY BORROWED, OR IN PAYMENT FOR PROPERTY PURCHASED, OR ACQUIRED, OR FOR ANY OTHER LAWFUL OBJECT.
- (L) SHALL HAVE POWER TO GUARANTEE, PURCHASE, HOLD SELL, ASSIGN, TRANSFER, MORTGAGE, PLEDGE OR OTHERWISE DISPOSE OF THE SHARES OF THE CAPITAL STOCK OF, OR ANY BONDS, SECURITIES OR EVIDENCES OF THE INDEBTEDNESS CREATED BY, ANY OTHER CORPORATION OR CORPORATIONS OF THE STATE OF FLORIDA OR ANY OTHER STATE OR GOVERNMENT, AND, WHILE OWNERS OF SUCH, STOCK, BONDS, SECURITIES OR EVIDENCES OF INDEBTEDNESS, TO EXERCISE ALL THE RIGHTS, POWERS, AND PRIVILEGES OF OWNERSHIP, INCLUDING THE RIGHT TO VOTE, IF ANY.

- (M) SHALL HAVE POWER TO PURCHASE, HOLD, SELL, AND TRANSFER SHARES OF ITS OWN CAPITAL STOCK, AND USE THEREFOR ITS CAPITAL SURPLUS, OR OTHER PROPERTY OR FUND.
- (N) SHALL HAVE POWER TO CONDUCT BUSINESS, HAVE ONE OR MORE OFFICES, AND HOLD, PURCHASE, MORTGAGE AND CONVEY REAL AND PERSONAL PROPERTY IN THE STATE OF FLORIDA, AND IN ANY OF THE SEVERAL STATES, TERRITORIES, POSSESSIONS AND DEPENDENCIES OF THE UNITED STATES, THE DISTRICT OF COLUMBIA, AND ANY FOREIGN COUNTRIES.
- (O) SHALL HAVE POWER TO DO ALL AND EVERYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OF THE OBJECTS ENUMERATED IN ITS CERTIFICATE OR ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, OR NECESSARY OR INCIDENTAL TO THE PROTECTION AND THE BENEFIT OF THE CORPORATION, AND IN GENERAL, TO CARRY ON ANY LAWFUL BUSINESS NECESSARY OR INCIDENTAL TO THE ATTAINMENT OF THE OBJECTS OF THE CORPORATION, WHETHER OR NOT SUCH BUSINESS IS SIMILAR IN NATURE TO THE OBJECTS SET FORTH IN THE CERTIFICATE OR ARTICLES OF INCORPORATION OF THE CORPORATION, OR ANY AMENDMENT THEREOF.
- (P) SHALL HAVE POWER TO MAKE DONATIONS FOR THE PUBLIC WELFARE OR FOR THE CHARITABLE, SCIENTIFIC OR EDUCATIONAL PURPOSES.
- (Q) SHALL HAVE POWER TO ENTER INTO PARTNERSHIPS, GENERAL OR LIMITED, OR JOINT VENTURE, IN CONNECTION WITH ANY LAWFUL ACTIVITIES.

**BY RESOLUTION PASSED BY A
MAJORITY OF THE WHOLE BOARD, TO
DESIGNATE ONE (1) OR MORE
COMMITTEES, EACH COMMITTEE TO
CONSIST OF ONE OR MORE OF THE
DIRECTORS OF THE CORPORATION**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

L. Jay Clements
Signature/Registered Agent

3/1/05
Date

Jamie Edwards
Signature/Incorporator

3/1/05
Date

FILED
05 APR 12 AM 10:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA