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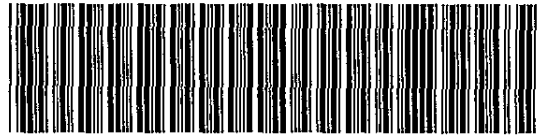
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

C.S.B.

## TRANSMITTAL LETTER

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

**SUBJECT:** Ashton- Baharie, 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  
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:

Paul C. Scherer, Esq.

2255 5<sup>th</sup> Ave. North

St. Petersburg, FL 33713

(727)322-1612

**Note: Please provide the original and one copy of the articles**

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I      NAME**

The name of the corporation shall be:  
Ashton-Beharie, Inc.

### **ARTICLE II      PRINCIPAL OFFICE**

The principal place of business/mailling address is:  
4601 5<sup>th</sup> Avenue North  
St. Petersburg, FL 33713

### **ARTICLE III      PURPOSE**

The purpose for which the corporation is organized is:  
To buy, rent, own, or sell real estate or for any other legal purpose.

### **ARTICLE IV      SHARES**

The number of shares of stock is:

Two thousand (2000) shares common stock, single class with a par value of one (\$1.00) dollar per share.

### **ARTICLE V      INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

1) Ashton Reid, President, Secretary & Director  
4601 5<sup>th</sup> Avenue North, St. Petersburg, FL 33713

2) Samuel Beharie, Vice President, Treasurer & Director  
438 Rockaway Parkway, Brooklyn, New York, 11212

### **ARTICLE VI      REGISTERED AGENT**

Ashton Reid  
4601 5<sup>th</sup> Avenue North  
St. Petersburg, FL 33713

### **ARTICLE VII      INCORPORATOR**

Ashton Reid  
4601 5<sup>th</sup> Avenue North  
St. Petersburg, FL 33713

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### **ARTICLE VIII: PREEMPTIVE RIGHTS**

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right to purchase or subscribe for, at the par value of, a pro rata portion of:

1) Any stock of any class that the corporation may issue or sell whether or not exchangeable for any stock of the corporation of any class or classes and whether or not unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof or;

2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent, any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

### **ARTICLE IX: DIRECTORS-INSURANCE AGAINST PROFESSIONAL LIABILITY**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against any liability asserted against him as such liability under the provisions of these Articles, or under law.

### **ARTICLE X: CAPITAL STRUCTURE**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

### **ARTICLE XI: STOCK TRANSFERS CORPORATION'S RIGHT OF A FIRST REFUSAL**

No stockholder of any class shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder ; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall be open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares the stockholder may transfer such shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to this death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon, the following legend:

"THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED BY THE ARTICLES OR INCORPORATION OF THE CORPORATION. A COPY OF SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

#### ARTICLE XI: VENUE

Any dispute among or between any shareholder or directors pertaining to operation of the Corporation shall be in the Circuit Court in and for Pinellas County, Florida.

\*\*\*\*\*

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

x Bolton Reis  
Signature/Registered Agent

6/1/05  
Date

x Bolton Reis  
Signature/Incorporator

6/1/05  
Date

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