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SECRETARY OF STATE  
FALL ARMS STREET, 08000

APPROVED  
AND  
FILED

VK

CB 6-15

# Memo

**Date:** 6/13/2005

**To:** Department of State Division of Corporations

**RE:** Filing Articles of Incorporation of K. W. Harris II, Inc.

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Sir or Madam:

I am forwarding to you herewith the original executed Articles of Incorporation for **K. W. Harris II, Inc.**, together with the required copy of same for filing. Also enclosed is my check number 1027 in the sum of \$ 78.85 representing the State filing fee and fee for a certified copy of the filed Articles of Incorporation.

If you should have any questions, please do not hesitate to call.

Sincerely,

  
Enga Paulk

## TRANSMITTAL LETTER

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

SUBJECT: K. W. Harris II, 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: Kenneth W. Harris, II

Name (Printed or typed)

1021 NW 55 Terrace

Address

Miami, Florida 33127

City, State & Zip

786-443-2461

Daytime Telephone number

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

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION  
OF  
K. W. HARRIS II, INC.**

05 JUN 14 AM 8:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

These articles are filed with the Secretary of State of the State of Florida for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, rights, privileges, immunities, and liabilities of corporations for profit.

**ARTICLE I - NAME**

The name of the corporation shall be:

**K. W. HARRIS II, INC.**

**ARTICLE II - MANAGEMENT BY DIRECTORS**

All corporate power which is not reserved to the shareholders by law or otherwise shall be exercised exclusively by or under the authority of the Board of Directors, and the business and affairs of this corporation shall be managed under the direction of the Board of Directors. The Board of Directors shall consist of not less than one, nor more than five, members. A quorum for the holding of a meeting of the Board of Directors and for the transaction of any business which may be properly done by the Board of Directors on behalf of the corporation shall consist of a majority of the members thereof. The Board of Directors shall elect the following officers: a President, a Treasurer, and a Secretary, and as many Vice Presidents, Assistant Secretaries, and Assistant Treasurers as the Board of Directors, from time to time, deem advisable, and any one or more of said offices may be held by the same person. The annual meeting of the corporation shall be held on such date as is provided in the Bylaws of the corporation, which said Bylaws may be amended at any time in accordance with their provisions.

**ARTICLE III - ACTION BY UNANIMOUS CONSENT**

The shareholders or the Board of Directors, by unanimous consent evidenced by a writing included among the minutes of the corporation, may agree to the doing of any act, and such consent in writing as aforesaid shall have the same force and effect as though a formal meeting had been held pursuant to a call being duly made, and as though the said act had been done and authorized, at a meeting at which a quorum had been present.

**ARTICLE IV - INITIAL BOARD OF DIRECTORS**

Until the shareholders elect directors and same have been duly qualified, the business of the corporation shall be managed by an initial two person Board of Directors consisting of:

**KENNETH W. HARRIS, II**

**KENNETH W. HARRIS, III**

**ARTICLE V - INITIAL OFFICERS**

Until the Board of Directors elect officers and same have been duly qualified, the business of the corporation shall be conducted by the following officers:

President **KENNETH W. HARRIS, II**

Vice President **KENNETH W. HARRIS, I**

Secretary/Treasurer **KENNETH W. HARRIS, III**

**ARTICLE VI - DURATION**

The existence of this corporation shall be perpetual.

**ARTICLE VII - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business, including, but not limited to, any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE VIII - CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 500 shares, each of the par value of one dollar (\$1.00) all to be issued, fully paid, and exempt from assessment.

The capital stock of the corporation may be paid for in property, labor, or services at a just valuation to be fixed by the Board of Directors at a meeting called for such purpose, or at the organizational meeting. Property, labor, or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor, or services to be fixed by the Board of Directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation in consideration for the issuance of capital stock of the corporation, the said purchase shall be on such basis and terms and for such consideration as the Board of Directors shall determine.

**ARTICLE IX - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class, or series as that which he already holds, shall have the right to purchase his prorata share at the price at which it is offered to others.

#### **ARTICLE X - PRINCIPAL PLACE OF BUSINESS**

The principal place of business and initial mailing address of this corporation shall be located at 1021 NW 55 Terrance, Miami, Florida 33127. This corporation shall have full power and authority, nevertheless, to transact corporate business and to establish corporate offices and corporate agencies at such other places within and without the State of Florida, and in foreign countries, as its directors may from time to time authorize.

#### **ARTICLE XI - CORPORATE POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act and such other power as it may possess as a matter of law, all without limitation.

#### **ARTICLE XII - INDEMNIFICATION**

This corporation shall indemnify any officer, director, agent, or employee and any former officer, director, agent, or employee, to the full extent permitted by law, including, but not limited to, indemnification for counsel fees.

#### **ARTICLE XIII - REGISTERED AGENT AND OFFICE**

The initial registered agent and the street address of the initial registered office of this corporation are:

**KENNETH W. HARRIS, II  
1021 NW 55 Terrance  
Miami, Florida 33127**

#### **ARTICLE XIV - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE XV - INCORPORATORS**

The names and addresses of the persons signing these articles of incorporation are:

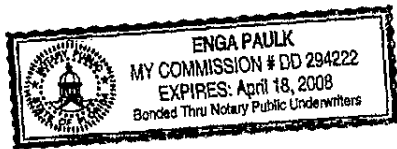
**KENNETH W. HARRIS, II  
1021 NW 55 Terrance  
Miami, Florida 33127**

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 13<sup>th</sup> day of June, 2005.

Kenneth W. Harris II (SEAL)  
KENNETH W. HARRIS, II

STATE OF FLORIDA  
COUNTY OF MIAMI-DADE

THE FOREGOING INSTRUMENT was acknowledged before me this 13<sup>th</sup> day of June, 2005, by KENNETH W. HARRIS II. He is personally known to me or produced \_\_\_\_\_ as identification and did not take an oath.



Enga Paulk  
Notary Public, State of Florida  
My Commission expires: 4-18-08

**REGISTERED AGENT'S ACCEPTANCE**

Having been named to accept service of process for the above-stated corporation, at the place designated in Paragraph XIII of the foregoing Articles of Incorporation, I hereby agree to act in this capacity and agree to comply with the provisions of the Florida Statute relative to keeping open said office.

Kenneth W. Harris II  
KENNETH W. HARRIS, II.  
Registered Agent