

Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

WENDY COOPER, INC.

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ARTICLES OF INCORPORATION
OF
WENDY COOPER, INC.

The undersigned hereby states for the purpose of forming a corporation under the laws of the State of Florida, providing for the formation, rights, privileges, immunities, and liabilities of corporation for profit:

ARTICLE I.

The name of the corporation shall be:

WENDY COOPER, INC.

ARTICLE II.

The general nature of the business, objectives and purposes to be transacted and carried on, are to do any and all things herein mentioned, as fully and to the same extent as natural persons might or could do, to wit:

- A. To buy, sell, arrange and book travel in the wholesale and retail market.
- B. To consult in the human resource/business field including but not limited to training, hiring, firing, management, administrating, file review, etc.
- C. To buy, sell, transfer, rent, mortgage and assign personal property.
- D. To buy, sell, rent and lease real estate or equipment for the use of the corporation.
- E. To buy, sell, rent and lease motor vehicles, equipment and various other equipment to use in the corporation's business.
- F. To buy, sell, rent, lease or operate any other items to the general public.
- G. It is the intention that each of the objects, purposes and powers specified in each of the paragraphs of this Articles of Incorporation shall, except where otherwise so

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specified, be nowise limited or restricted by reference to or interference from the terms of any other paragraph or of any other Article in these Articles of Incorporation, but that the objectives, purposes and powers specified in the article, and in each of the article or paragraphs of these articles, shall be regarded as independent objectives, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of a like nature. The enumeration of objectives or purposes herein shall not be deemed to exclude or in any way limit by inference, any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of these laws of the State of Florida, now or hereafter in effect or implied by any reasonable constrictions of said law.

ARTICLE III COMMON STOCK

The maximum number of shares of the corporation shall be One Thousand (1,000) shares, each having a par value of One Dollar (\$1.00) per share; and to be fully paid in and non-assessable; all of which will be common stock; and Five Hundred (500) shares shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold or transferred only in accordance with the By-Laws of the Corporation as the Corporation may from time to time make, and all of said shares of stock subscribed to shall be paid for either in cash, property, labor or services, it being recognized that property, labor or services rendered may be purchased or paid for with the common stock of the Corporation as a just valuation.

ARTICLE IV AMOUNT OF CAPITAL TO BEGIN BUSINESS

The amount of capital with which this Corporation shall begin business shall be not less than Five Hundred (\$500.00) Dollars, including cash and equipment.

ARTICLE V

This Corporation shall have a perpetual existence unless dissolved according to the law.

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ARTICLE VI.

The principal place of business of the Corporation shall be 11213 N.W. 46 Drive, City of Coral Springs, County of Broward, State of Florida. Said Corporation shall have full power and authority to transact business and to establish offices and agencies in other places both within and without the State of Florida and in any foreign countries.

ARTICLE VII.

The business of the Corporation shall be conducted by a Board of Directors of not less than one nor more than three, to be increased at the discretion of the Board of Directors.

ARTICLE VIII.

The names and post office addresses of the first Board of Directors of this Corporation, all subject to the provisions of this Certificate, the By-laws, and the Corporation Law of the State of Florida, who shall hold office for the first year or until their successors are duly elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
WENDY L. COOPER	11213 N.W. 46 Drive Coral Springs, FL 33076

ARTICLE IX.

The names and post office addresses of the Officers of the Corporation are as follows:

WENDY L. COOPER	President/ Secretary/ Treasurer	11213 N.W. 46 Drive Coral Springs, FL 33076
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ARTICLE X.
NAMES AND ADDRESSES OF SUBSCRIBERS
Shares

WENDY L. COOPER	500	11213 N.W. 46 Drive Coral Springs, FL 33076
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ARTICLE XI.

The Directors may exercise all powers held by the Corporation not inconsistent with law, and in particular they may:

- (a) Determine upon what terms and conditions stock certificates which have been lost or destroyed may be replaced or reissued.
- (b) Make By-Laws for the exercise of corporate powers, the management regulation and government of the Corporation's property and affairs, the transfer of its stock and the calling and holding of meetings of its stockholders.
- (c) Appoint such officers and agents as the affairs of the Corporation shall require, and allow for suitable compensation,
- (d) Acquire by purchase, gift, or other lawful mode, shares of its own capital stock and the capital stock of other corporations.
- (e) File a plan or any documents required by the Internal Revenue Code under Section 1244, pertaining to small business corporations or Sub-chapter S in the event the directors feel that it is in the Corporation's interest.

But this enumeration of powers shall not be held as in any manner curtailing the powers belonging to the directors by virtue of the Common and Statute Laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned incorporators, being the same person named in Article X above, does hereby subscribe for the number of shares of the common stock of the corporation set opposite her name in Article X, and in evidence thereof and of her desire to form this corporation does hereunto subscribe her name this 12 day of June, 2005


WENDY L COOPER

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STATE OF FLORIDA)
COUNTY OF BROWARD) SS

The foregoing instrument was acknowledged before me this 12 day of June, 2005, by WENDY L. COOPER, who is personally known to me or who has produced known as identification and who did not take an oath.


NOTARY PUBLIC, State of Florida
My Commission Expires

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST-THAT WENDY COOPER, INC.
(NAME OF CORPORATION)

DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF
FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT CITY OF

CORAL SPRINGS, FLORIDA HAS NAMED DAVID J. SIMONS
(NAME OF RESIDENT AGENT)

LOCATED AT 3864 SHERIDAN STREET
(STREET ADDRESS AND NUMBER OF BUILDING)

CITY OF HOLLYWOOD, STATE OF FLORIDA 33021, AS ITS AGENT TO ACCEPT
SERVICE

OF PROCESS WITHIN FLORIDA.

SIGNATURE:

[Signature]
(CORPORATE OFFICER)

TITLE:

PRESIDENT

DATE:

6/12/05

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED 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 AND
COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE:

DATE:

[Signature]
6/12/05

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