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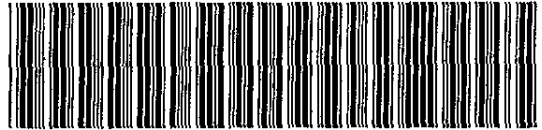
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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## TRANSMITTAL LETTER

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

SUBJECT: Grace Business Enterprises Holdings, 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: DEBORAH L. ROGERS  
Name (Printed or typed)

3501 Gandy Blvd, #1003  
Address

Pinellas Park, FL 33781  
City, State & Zip

727-822-6571  
Daytime Telephone number

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

ARTICLES OF INCORPORATION  
OF  
GRACE BUSINESS ENTERPRISES HOLDINGS, INC.

The undersigned hereby makes, subscribes, acknowledges, and files with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation shall be Grace Business Enterprises Holdings, Inc.

ARTICLE II  
Term of Existence and Fiscal Year

This corporation shall begin existence on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida, and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 and ending December 31 of each year.

ARTICLE III  
Nature of Business

The general nature of the business to be transacted by this corporation, and the objects and purpose thereof, shall be to transact any or all lawful business under the laws of the State of Florida.

ARTICLE IV  
Powers

This corporation shall have all powers conferred by the laws of the State of Florida upon corporations.

ARTICLE V  
Capital Stock

This corporation is authorized to issue 10,000,000,000 shares of common voting stock. All or any part of said capital stock may be paid for in cash, in property, or in labor or services actually when issued and shall be nonassessable.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE VI  
Shareholder's Rights

- (a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.
- (b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.
- (c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to purchase, or receive and shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds or other securities, convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all such shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the Board of Directors on such terms and for such considerations, as far as may be permitted by law, and to such person or persons who are qualified to be shareholders as the Board of Directors determine.

ARTICLE VII  
Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation shall be Susan J. White, 3501 Gandy Blvd., Suite 1006, Pinellas Park, FL 33781.

ARTICLE VIII  
Principal Place of Business

The principal place of business of the corporation shall be located at 3501 Gandy Blvd., Suite 1006, Pinellas Park, FL 33781 Board of Directors from time to time.

ARTICLE IX  
Directors

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

ARTICLE X  
Officers

The name and post office address of the Officer of the corporation, who, subject to the provisions of the Bylaws and the laws of the state of Florida, shall hold office for the first year of the corporation's existence, or until their successor is elected and qualified, is as follows.

<u>Office</u>	<u>Name</u>	<u>Post Office Address</u>
President	Susan J. White	3501 Gandy Blvd., Suite 1003
Secretary	Susan J. White	3501 Gandy Blvd., Suite 1003

ARTICLE XI  
Initial Director

The names and street address of the initial Director of this corporation, who, subject to the provisions of the Bylaws and laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successor is elected and qualified is Susan J. White.

ARTICLE XII  
Names and Post Office Addresses of Subscribers

The names and post office address of the subscriber to the capital stock of this corporation and the number of shares each agrees to take, is as follows:

<u>Name and Post Office Address</u>	<u>No. of Shares</u>
Susan J. White 3501 Gandy Blvd. Suite 1003 Pinellas Park, FL 33781	100

ARTICLE XIII  
Transactions with Corporations

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation is pecuniarily or otherwise interested in, any other corporation, or is director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a

member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors. Any director or officer of this corporation who is also a director or officer of such other corporation or member of such firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction, with like force and effect as if he were not such officer or director of such other corporation or member of such firm, or not so interested.

#### ARTICLE XIV Bylaws

- (a) The power to adopt bylaws for this corporation, to alter, amend, or repeal said bylaws, and to adopt new bylaws shall be vested in the Board of Directors of this corporation.
- (b) The bylaws of this corporation shall be for the government of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided the same are not inconsistent with the provisions of the State of Florida or of the United States

#### ARTICLE XV Amendment

The Articles of Incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

#### ARTICLE XVI Incorporators

The name and post office address of the incorporator of this corporation is Susan J. White, 3501 Gandy Blvd., Suite 1003, Pinellas Park, FL 33781.

ARTICLE XIV  
Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporation has executed these Articles of Incorporation this 9th day of JUNE, 2005.

Susan J. White  
Susan J. White

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05 JUL 15 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA