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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

8-19-05
50-61-8

TRANSMITTAL LETTER

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

SUBJECT: THE GAIN AGENCY, 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: SILVIS, AMBROSE & LINDQUIST, P.C.
Name (Printed or typed)

P.O. Box 1557

Address

Thomasville, Georgia 31799

City, State & Zip

(229) 228-4258

Daytime Telephone number

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

SILVIS, AMBROSE & LINDQUIST, P.C.

*DOUGLAS K. SILVIS, J.D.

*CHRIS E. AMBROSE, J.D.

**BENJAMIN L. LINDQUIST, J.D.

Attorneys at Law

P.O. Box 1557

115 SEWARD STREET

THOMASVILLE, GEORGIA 31799

Tel. (229) 228-4258

Fax (229) 228-7586

E-mail: lawyers@silvis-ambrose.com

www.silvis-ambrose.com

August 17, 2005

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

RE: Incorporation of The Cain Agency, Inc., a Florida corporation
Our File No.: 4841.00001

To Whom It May Concern:

Please find enclosed:

1. The original Articles of Incorporation of the above captioned corporation and one conformed copy of said Articles, which are submitted for filing as provided in the Florida Business Corporations Act. NOTE: PLEASE MAKE CORPORATION EFFECTIVE August 12, 2005.
2. Payment to you of fees of \$78.75 (\$35.00 filing fee; \$35.00 designation of registered agent; \$8.75 Certificate of Incorporation Status).
3. Completed transmittal letter

The Appointment of the Registered Agent included in the Articles of Incorporation specifies the street address and identity of the initial registered office and agent, and the appointed agent has signed the Articles accepting the obligations of the position.

Please process these documents in the manner prescribed by law and, if everything is in order, please stamp and return one copy of the cover page and issue a Certificate of Status to the above-captioned corporation and return it to us.

Thank you for your kind assistance in this matter.

Sincerely,

SILVIS, AMBROSE & LINDQUIST, P. C.

By: Chris E. Ambrose
Chris E. Ambrose
Attorney for the Incorporators

Enclosures: 1. Original and 1 Copy of Articles
 2. Check No.: 13491 for \$78.75
 3. Completed Transmittal Form

ARTICLES OF INCORPORATION
OF
THE CAIN AGENCY, INC.,
A Florida Corporation
(A Corporation Governed by Shareholders)

FILED
2005 AUG 18 P 2:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the laws of the Florida Business Corporations Act, Chapter 607 and 621 Florida Statutes (F.S.), hereby adopt the following Articles of Incorporation:

ARTICLE I.

NAME

1. The name of the corporation is **THE CAIN AGENCY, INC.**

ARTICLE II.

AUTHORITY FOR EXISTENCE

1. The corporation is organized pursuant to the provisions of the laws of the State of Florida.

ARTICLE III.

COMMENCEMENT AND DURATION

1. The corporation shall commence its existence and operation on August 12, 2005 and have perpetual existence.

ARTICLE IV.

PURPOSE

1. The corporation is organized for profit and for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Florida, including but not limited to **operating an Entertainment Brokerage and all things incidental thereto.**

ARTICLE V.

POWERS

1. The corporation shall have all powers provided by law and not inconsistent with these articles including but not limited to those powers enumerated in the Florida Business Corporations Act.

ARTICLE VI.

CAPITAL STOCK

1. The corporation shall have the authority to issue not more than **12,000** shares of a common class having a par value of **\$1.00** per share.

A. Shares in this corporation shall be voted by the holder of record or by another shareholder in the same corporation in accordance with a proxy or an agreement providing for the voting of the shares, or action may be taken by consent resolution signed by all shareholders without need for a formal meeting.

B. The initial shares of the corporation were or will be issued to:

JANE B. CAIN

C. The shareholders shall have annual meetings as provided in the Bylaws and any person(s) holding **twenty-five percent (25%)** or more of issued and outstanding shares may call for a special meeting.

Shares To Qualify For "S" Corporation

2. Shares of the Corporation may not be issued, transferred or sold to any person or entity or in such a manner as to disqualify the Corporation from electing to be treated as an **"S" Corporation** for tax purposes so long as United States tax laws provide for such an election. However, nothing in this article shall be construed to require the Corporation to make such an election despite being qualified to do so. The shareholders shall determine whether to make or not make an election to be an "S" Corporation as provided by law.

ARTICLE VII.

CAPITAL

1. The corporation shall not commence business until it has received consideration of at least \$1,200.00 in value for the issuance of its shares.

ARTICLE VIII.

OFFICERS, EMPLOYEES AND AGENTS

1. The officers of the corporation shall be elected by majority vote of the shareholders. If there is only one (1) shareholder, the shareholder may appoint and remove officers.

2. The corporation may have such officers as determined by the shareholders or set forth in the Bylaws except that it shall have at least a President and a Secretary. The offices of President and Secretary may be held by the same person. Any offices may be jointly held. Unless or until the shareholders or the Bylaws otherwise delegate, the responsibility of preparing minutes of shareholders' meetings and of authenticating records, the Secretary shall have that responsibility.

3. The following person(s) shall serve as initial officers of the corporation, until their successors are duly elected or appointed:

A.	President	:	Jane Cain
B.	Secretary	:	Jane Cain
C.	Treasurer	:	Jane Cain

ARTICLE IX.

EMPLOYEE'S SHARE PURCHASE PLAN

1. The corporation may, on terms and conditions authorized in this paragraph and by law, provide and carry out an employee share purchase plan or plans, providing for the issue and sale, or for the granting of options for the purchase of its unissued shares, or of issued shares not subject to preemptive rights purchased or to be purchased or acquired, to employees of the corporation or of any subsidiary or to a trust on their behalf. Shares sold under the plan or plans are not subject to preemptive rights. (The plan or plans may fix the consideration for the sale of the shares.) Before becoming effective, any employee share purchase plan must be approved or authorized by 66 2/3% of the shareholders of the corporation. Shareholder approval shall not be necessary or required to ratify director action.

ARTICLE X.

SHAREHOLDERS

1. There is one (1) initial shareholder of the corporation.
2. The name and residence address of the initial shareholder of the corporation is:

**Jane B. Cain
5083 Icicle Hill
Tallahassee, Florida 32303**

3. No shares of the corporation shall be listed on a national securities exchange or regularly quoted in the markets maintained by securities dealers or brokers, or otherwise regularly traded in public securities markets, so long as the Corporation chooses to be governed by its shareholders and not by a Board of Directors.

ARTICLE XI.

GOVERNED BY SHAREHOLDERS / NO DIRECTORS

1. The corporation shall not have a board of directors, but shall be governed by the shareholders unless or until the shareholders, by unanimous agreement, elect to be governed by and create a Board of Directors.

2. In the event that the Corporation should ever elect to be governed by a Board of Directors, there shall always be at least one (1) director and the number of directors shall be determined by the shareholders or the Bylaws, subject to the following minimum: There shall always be a minimum number of directors such that the minimum is three (3) or the number of total shareholders, whichever is least.

ARTICLE XII.

BYLAWS

1. The initial bylaws of the corporation to be adopted by the shareholders shall be conformed to these Articles of Incorporation. Except as otherwise provided by law, unless or until the shareholders create a Board of Directors and specify its powers, bylaws may be adopted, amended, or repealed only by action of the shareholders of this corporation; provided that any bylaw can only be adopted, amended, or repealed by the vote or written consent of those owning not less than fifty-one percent (51%) of the shares issued and outstanding and not otherwise.

ARTICLE XIII.

AMENDMENT OF ARTICLES

1. Notwithstanding any other provision in these articles of incorporation, the affirmative vote of not less than **fifty-one per cent (51%)** of all outstanding shares shall be required to approve the amendment of any provisions in these articles.

2. The affirmative vote of not less than **fifty-one percent (51%)** per cent of all outstanding shares shall be required to approve the amendment of any provisions in these Articles pertaining to establishment of a board of directors or the setting of the number of directors or pertaining to the shares of the corporation, and unanimous shareholder approval shall be required to reduce the number of directors, in the event a board of directors is ever established.

ARTICLE XIV.

DISTRIBUTION OF CAPITAL SURPLUS

1. The shareholders of the corporation may, from time to time, at their discretion, distribute a portion of its assets to its shareholders out of the capital surplus of the corporation.

ARTICLE XV.

CORPORATE ACQUISITION OF SHARES

1. The corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus available.

ARTICLE XVI.

INITIAL PRINCIPAL OFFICE

1. The mailing address of the corporation is as follows:

**THE CAIN AGENCY, INC.
5083 Icicle Hill
Tallahassee, Florida 32303**

2. The street address of the initial principal office of the corporation is as follows:

**THE CAIN AGENCY, INC.
5083 Icicle Hill
Tallahassee, Florida 32303**

ARTICLE XVII.

REGISTERED OFFICE AND AGENT

1. The street address, mailing address and county of the initial registered office and the name of its initial registered agent at that office are as follows:

- A. **Registered Agent:** **Jane B. Cain**
- B. **Street Address:** **5083 Icicle Hill
Tallahassee, Florida 32303**

- C. **Mailing Address:** **5083 Icicle Hill**
 Tallahassee, Florida 32303
- D. **County:** **Leon**
- E. **Telephone:** **(850)-222-2765**

2. **Consent:** The undersigned, **Jane B. Cain**, does hereby consent to serve as registered agent for the corporation, **THE CAIN AGENCY, INC.**

ARTICLE XVIII.

INTERESTED SHAREHOLDERS AND OFFICERS

1. An officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise.

2. No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any officer of this Corporation is also a member of a firm; an officer, shareholder, director or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

3. No officer shall be accountable or responsible to the Corporation for or in respect to any act of the Corporation or for any gains or profits directly or indirectly realized by reason of any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is a trustee or beneficiary; or other entity with which he or she is connected that is interested in the act.

4. No officer shall be accountable or responsible to the Corporation and no act of the Corporation shall be void by reason of the fact that the officer, or that the firm, corporation, trust, or other entity of which he or she is a member, is interested, shall be disclosed or shall have been known to the shareholders present at any meeting of the Shareholders at which action on the transactions or has been is taken.

5. Any interested shareholder may be counted in determining the existence of a quorum at any meeting of the Shareholders that authorizes or takes actions in respect to any such transaction; and any interested shareholder may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act.

6. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a shareholder or officer of the Corporation has

acted in good faith is material, and notwithstanding any statute or rule of law or of equity to be contrary (if there is any) his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

ARTICLE XIX.

INDEMNIFICATION

1. The Corporation shall indemnify each of its officers, shareholders, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a shareholder, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and other costs of a similar nature. The Corporation shall not, however, indemnify any officer, shareholder or employee until a majority of all of the shareholders has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the shareholders that the officer, shareholder or employee:

A. Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation; and

B. Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

C. In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

2. In making the determination required under 19.01 a, b, and c above, all of the shareholders, including any shareholder who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the shareholders.

Written Demand for Indemnification

A. Any officer, shareholder, or employee who is entitled to indemnification from the Corporation may make a written demand on the shareholders by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any officer of the Corporation). If the Shareholders do not, **within 15 days after service of the written demand**, determine that the officer, shareholder, or employee is entitled to indemnification, the officer, shareholder or employee may, **within 60 days following the date of service of the demand**, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in Subparagraphs a, b, and c of Paragraph 19.01. If the court

determines that the conduct of the officer, shareholder or employee was such as to meet the requirements in the subparagraph, the court shall order the Corporation to indemnify the officer, shareholder, or employee to the same extent as if the shareholders had originally made the determination to do so.

ARTICLE XX.

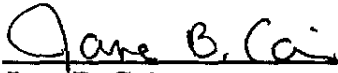
INCORPORATORS/SHAREHOLDERS APPROVAL

1. The names and home addresses of the incorporators and current sole shareholders of this corporation are:

**Jane B. Cain
5083 Icicle Hill
Tallahassee, Florida 32303**

2. By executing these Articles, the undersigned incorporator and sole initial shareholder hereby enacts and approve them.

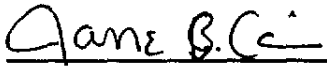
IN WITNESS WHEREOF, the undersigned, as incorporator and sole shareholder have executed the foregoing Articles of Incorporation this 17th day of August, 2005.


**Jane B. Cain
Incorporator, Shareholder**

ACCEPTANCE BY REGISTERED AGENT

The undersigned accepts the appointment as Registered Agent of THE CAIN AGENCY, INC. and hereby states that she is familiar with and accepts the obligations of that position.

Dated this 17th day of August, 2005.


**Jane B. Cain
Registered Agent**

Please return Certificate of Incorporation
and Address Any Questions to:
Chris E. Ambrose, Attorney for Corporation
Florida Bar No. 395420
SILVIS, AMBROSE & LINDQUIST, P. C.
P.O. Box 1557
Thomasville, GA 31799-1557
Telephone: (229) 228-4258
Facsimile: (229) 228-7586