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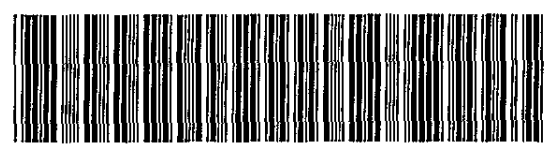
(Business Entity Name)

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09/23/05--01013--005 \*\*78.75

2005 SEP 23 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
APLLEN



VINCENT W. HOWARD, JR.  
MARK A. REYES

September 21, 2005

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

Re: Incorporation

Dear Sir or Madam,

Enclosed please find a draft of the Articles of Incorporation for NICHOLAS KEEN, INC., and at this time, I would submit these to be filed with your office.

Also, please find a check in the amount of \$78.75 covering the costs of incorporation with a certified copy of the Articles..

I hope that these will prove sufficient to permit incorporation under Chapter 607 of the Florida Statutes.

Please advise me if you require anything in addition to the package presented herein.

Sincerely,

A handwritten signature in black ink, appearing to read "Mark Reyes".

Mark Reyes, Esq.

enclosure  
cc: File

MAR/avj

**FILED**

2005 SEP 23 AM 8:04

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NICHOLAS KEEN, INC.**

**ARTICLE I - NAME**

The name of this corporation is NICHOLAS KEEN, INC..

**ARTICLE II - NATURE OF THE BUSINESS AND POWERS**

This corporation is organized for the purpose of conducting any legal business.

**ARTICLE III - DURATION**

This corporation shall have perpetual existence.

**ARTICLE IV - CAPITAL STOCK AUTHORIZED**

**Section 1. Authorized Shares**

This corporation is authorized to issue 500 shares of common stock with a par value of \$1.00 per share, which shall be designated "Common Shares".

**Section 2. Voting Rights**

Except as otherwise provided by law, the entire voting power for the election of officers and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE V - PREEMPTIVE 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 thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 19821 E. Fifth Street, Umatilla, Florida 32784, and the name of the initial registered agent of this corporation is Nicholas Jay Keen.

**ARTICLE VII - PRINCIPAL ADDRESS**

The principal address of the corporation is 19821 E. Fifth Street, Umatilla, Florida 32784..

**ARTICLE VIII - BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may either be increased or diminished from time to time by the bylaws, but shall never be less than one (1).

**ARTICLE IX - INITIAL DIRECTORS**

The name and address of the initial director of the corporation are:

Nicholas Jay Keen  
19821 E. Fifth Street  
Umatilla, Florida 32784

**ARTICLE X - INCORPORATOR:**

The name and address of the person signing these Articles are:

Nicholas Jay Keen  
19821 E. Fifth Street  
Umatilla, Florida 32784

**ARTICLE XI - AMENDMENT:**

These Articles of Incorporation may be amended in the manner provided by law. Every Amendment shall be approved by the Board of Directors, proposed to the Stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII - BYLAWS:**

The power to adopt, alter, amend or repeal the bylaws shall be vested in the shareholders.

**ARTICLE XIII - CALLING OF SPECIAL MEETINGS:**

Special meetings of shareholders may be called by any member of the Board of Directors.

**ARTICLE XIV - SHAREHOLDER QUORUM AND VOTING:**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of the majority of the shares presented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

**ARTICLE XVI - INITIAL SHAREHOLDERS:**

Shares of capital stock in this Corporation shall be issued initially to the following persons in the amount set opposite their names:

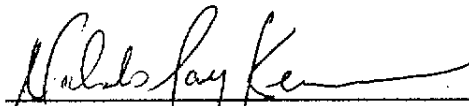
Nicholas Jay Keen	251 shares
19821 E. Fifth Street	
Umatilla, Florida 32784	

**ARTICLE XVII - DIVIDENDS:**

Dividends may be paid to shareholders as provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of

Incorporation this 21 day of September, 2005.

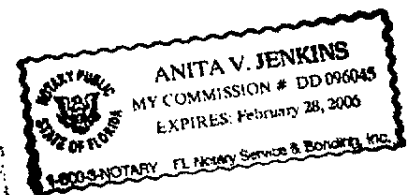


Nicholas Jay Keen  
Subscriber

STATE OF FLORIDA  
COUNTY OF Seminole

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared Nicholas Jay Keen, known to me personally, or who has presented the following form of identification: FL Drivers License, and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 21<sup>st</sup> day of September, 2005



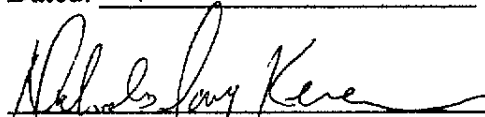
  
Notary Public State of Florida

My Commission expires:

\_\_\_\_\_  
Name (printed)

Having been named to accept service of process for the above stated corporation, at the place designated in Article VI, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 9-21-05



Nicholas Jay Keen  
Registered Agent