

P05000132043

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☐ PICK-UP

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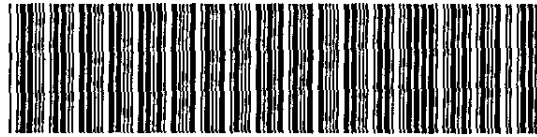
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
SECRETARY OF STATE
DIVISION OF REGISTRATION
05 SEP 27 PM 4:13

SEP 27 2005

September 22, 2005

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

SUBJECT: RU-USA, INC.

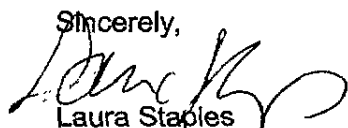
Dear Department of State:

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$78.75
Filing Fee & Certificate of
Status

FROM:	Name (Printed or typed)	<u>Laura Staples</u>
	Address:	<u>5043 Wellington Park Circle, #CH17</u>
	City, State & Zip:	<u>Orlando, FL 32839</u>
	Daytime Telephone Number:	<u>407-251-2043</u>

Sincerely,


Laura Staples

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

05 SEP 27 PM 4: 13

ARTICLE I - NAME

The name of the corporation shall be: RU-USA, Inc.

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address is:

3700 Commerce Boulevard
Kissimmee, FL 34741

ARTICLE III - PURPOSE

The purpose for which the corporation is organized is:

Any and all lawful purposes.

ARTICLE IV - AUTHORIZED SHARES

1. **AUTHORIZED SHARES.** The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is eight million (8,000,000) shares, consisting of:

a. Five million (5,000,000) shares of Common Stock ("Common Stock"), of which

(i) Four million (4,000,000) shares are designated as Class A Common Stock (the "Class A Common Stock") and

(ii) One million (1,000,000) shares are designated as Class B Common Stock (the "Class B Common Stock"), and

b. Three million (3,000,000) shares of Preferred Stock (the "Preferred Stock").

2. **PROVISIONS RELATING TO THE COMMON STOCK.** The Common Stock shall be subject to the express terms of the Preferred Stock and any series thereof. The powers, preferences and rights of the Class A Common Stock and the Class B Common Stock and the qualifications, limitations and restrictions thereof, shall in all respects be identical, except as otherwise required by law or as expressly provided in this Section IV, 2.

a. **Voting Rights.** Except as otherwise required by law or as may be provided by the resolutions of the Board of Directors authorizing the issuance of any series of the Preferred Stock, as provided below, all rights to vote and all voting power shall be vested exclusively in the holders of Class A Common Stock. The holders of the Class B common stock shall not be entitled by reason of their holdings to any voice or vote in the management or affairs of the corporation.

b. The holders of Class A Common Stock shall be entitled to one (1) vote for each share of Class A Common Stock held on all matters voted upon by the shareholders of the Corporation and shall vote together with the holders of any other classes of stock who are entitled to vote in such manner and not as a separate class.

c. **DIVIDENDS.** Subject to the rights of the holders of the Preferred Stock, the holders of the Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefor, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding) or otherwise. Each share of Class A Common Stock and each share of Class B Common Stock shall have identical rights with respect to dividends and distributions.

3. **PROVISIONS RELATING TO PREFERRED STOCK.** Preferred Stock shall be entitled to preference over Common Stock in the distribution of dividends or assets, in such manner and to such extent if any as may be determined, from time to time by the Board of Directors. The Board of Directors is expressly vested with and shall have authority to issue, to one or more series from time to time, any Preferred Stock not previously designated as to series, and within the limitations of law and the provisions of these Articles of Incorporation, to fix and determine the designation and the relative powers, preferences and rights of the shares of any series so established, and the qualifications, limitations or restrictions thereof. All shares of a series shall have preferences, limitations and relative rights identical with those of other shares of the same series and, except to the extent otherwise provided in the description of the series, with those of the other series of Preferred Stock. The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

a. The number of shares constituting such series and the distinctive designation of such series;

b. The preferences and relative, participating, optional or other special rights, if any, and the qualifications, limitations or restrictions thereof, if any, with respect to any series;

c. The dividend rate on the shares of each series, the dates at which dividends, if declared, shall be payable, the conditions upon which such dividends are payable, whether dividends shall be cumulative, noncumulative, or partially cumulative and, if cumulative or partially cumulative, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

d. Whether the shares of such series shall have voting rights in addition to any voting rights and/or class voting rights that may be provided by law and, if so, the terms and duration of such voting rights, including the number of votes per share in any such series, which number may be more or less than one vote per share, as the Board of Directors may determine;

e. Whether the shares of such series shall have conversion or exchange privileges, and, if so, the terms and conditions of such conversion or exchange, including the amount and type of consideration per share payable in case of conversion or exchange, the conversion price or prices or ratio or ratios or the rate or rates at which such conversion or exchange may be effected, and provision for adjustments of the conversion rate in such events as the Board of Directors shall determine;

f. Whether or not the shares of such series shall be redeemable, and, if so, the terms and conditions of redemption, including the date or dates upon or after which the shares of such series shall be redeemable and the amount and type of consideration per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

g. The rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, and the relative rights of priority, if any, of payment of shares of such series;

h. Such other special rights and protective provisions with respect to any series as the Board of Directors may deem advisable; and

i. Any other relative rights, preferences and limitations of such series.

The shares of each series of the Preferred Stock may vary from the shares of any other series thereof in any or all of the foregoing respects. The Board of Directors may increase the number of shares of Preferred Stock designated for any existing series by a resolution adding to such series authorized and unissued shares of the Preferred Stock not designated for any other series. The Board of Directors may decrease the number of shares of the Preferred Stock designated for any existing series by a resolution, subtracting from such series unissued shares of the Preferred Stock designated for such series, and the shares so subtracted shall become authorized, unissued and undesignated shares of the Preferred Stock.

ARTICLE V - REGISTERED AGENT

The name and Florida street address of the registered agent is:

Michael J. Dowling
3700 Commerce Boulevard
Kissimmee, FL 34741

ARTICLE VI - INCORPORATOR

The name and address of the Incorporator is:

Michael J. Dowling
3700 Commerce Boulevard
Kissimmee, FL 34741

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept appointment as registered agent and agree to act in this capacity

Signature/Registered Agent

Date: 9/21/2005

Signature/Incorporator

Date: 9/21/2005

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DIVISION OF CORPORATION
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