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NANCY IVEY CARR  
WILSON WADE CARR

301 SW 38<sup>th</sup> STREET  
OCALA, FLORIDA 34474

(352) 237-4556

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December 1, 2005

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

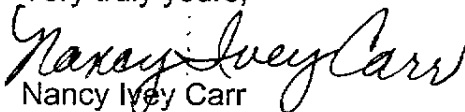
RE: CNW, Inc.

Gentlemen:

Enclosed herewith please find an original and a copy of the Articles of Incorporation with Resident Agent Designation in duplicate for CNW, Inc. I also enclose \$70.00 as payment for the filing fee.

Please forward your confirmation letter to me upon completion of the filing process. Thank you in advance for your assistance in this matter.

Very truly yours,

  
Nancy Ivey Carr

NIC:pli

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 6, 2005

NANCY IVEY CARR  
301 SW 38TH STREET  
OCALA, FL 34474

SUBJECT: CNW, INC.  
Ref. Number: W05000053806

RECEIVED  
05 DEC 19 AM 11:03  
DIVISION OF CORPORATIONS  
FLORIDA DEPARTMENT OF STATE

We have received your document for CNW, INC.. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document number of the name conflict is L04000087786 - CNW LLC.

An effective date **may** be added to the Articles of Incorporation **if a 2006 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6934.

Loria Poole  
Document Specialist  
New Filing Section

Letter Number: 305A00070566

*Make it CNW, INC*

ARTICLES OF INCORPORATION  
OF  
CINW, INC.

ARTICLE I  
NAME

The name of this corporation is: CINW, INC.

ARTICLE II  
DURATION

This corporation shall have perpetual existence.

ARTICLE III  
PURPOSE

This corporation is organized for the purpose of engaging in deliveries, classes and seminars and shall further include the transaction of any and all lawful business for which corporations may be incorporated under Chapter 607 of the Florida Statutes, and further to perform the following:

(a) To do any and all acts and things for the purposes of attaining and furthering any of its objects, and to exercise any and all powers which a co-partnership or natural person could do or exercise, and which may now or hereafter be authorized by the laws of the State of Florida, it being intended that the officers of this corporation shall have full power to do and perform all the things which may be necessary, expedient or proper to be done in carrying out the business objects and powers of this corporation, whether the same be enumerated herein or incidental thereto.

(b) Engage in any activity or business permitted under the laws of the United States and of this state or which may hereafter be authorized and permitted under the laws of this state, it being intended that the officers of this corporation shall have full power to do and perform all things which may be necessary, expedient or proper to be done in carrying out the business objects and powers of this corporation, whether the same be enumerated herein or incidental thereto.

(c) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares and merchandise, real and personal property and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(d) To conduct business in, have one or more offices in and buy, hold,

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mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida and in all other states and countries.

(e) To conduct debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(f) To purchase the corporate assets of any other corporation and engage in the same or other character business.

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities or other evidences or indebtedness, created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

#### ARTICLE IV CAPITAL STOCK

(a) This corporation is authorized to issue 1,000 shares of common stock at a par value of \$1.00 per share.

(b) The capital stock of this corporation may be issued as and when the Board of Directors shall determine; and may be paid for in cash, labor, or services at a value to be fixed and determined by the Board of Directors. This corporation is intended to be a subchapter S corporation and the investors being Nancy Ivey Carr whose address is 301 SW 38<sup>th</sup> Street, Ocala, Florida 34474 and Wilson Wade Carr, 301 SW 38<sup>th</sup> Street, Ocala, Florida 34474.

#### 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 to that which he already holds, shall have the right to purchase his pro-rata 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 principal office of this corporation is 301 SW 38<sup>th</sup> Street, Ocala, Florida 34474, and its mailing address is 301 SW 38<sup>th</sup> Street Ocala, Florida 34474. The name of the initial registered agent of this corporation is Nancy Ivey Carr, 301 SW 38<sup>th</sup> Street, Ocala, Florida 34474.

ARTICLE VII  
INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time by the By-Laws, but shall never be less than two. The names and address of the initial directors of this corporation are: Nancy Ivey Carr, 301 SW 38<sup>th</sup> Street, Ocala, Florida 34474, Wilson Wade Carr, 301 SW 38<sup>th</sup> Street, Ocala, Florida 34474.

ARTICLE VIII  
INCORPORATORS

The names and addresses of the persons signing these Articles of Incorporation are as the initial Board of Directors stated above.

ARTICLE IX  
AMENDMENT

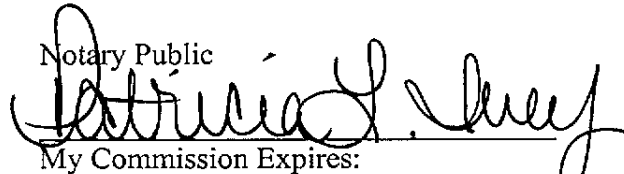
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholder subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribed have executed these Articles of Incorporation this 1<sup>st</sup> day of December, 2005.

  
NANCY IVEY CARR

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 2005, by NANCY IVEY CARR, who is personally known to me and who did take an oath.

Notary Public  
  
My Commission Expires:



Patricia L. Ivey  
MY COMMISSION  
EXPIRES  
DECEMBER 31, 2008  
NOTARY PUBLIC, INC.

  
WILSON WADE CARR

STATE OF FLORIDA  
COUNTY OF MARION

The foregoing instrument was acknowledged before me this 1<sup>st</sup> day of December, 2005, by WILSON WADE CARR, who is personally known to me or who produced and who did take an oath.

Notary Public  
  
My Commission Expires:



Patricia L. Ivey  
MY COMMISSION # DD228913 EXPIRES  
July 8, 2006  
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

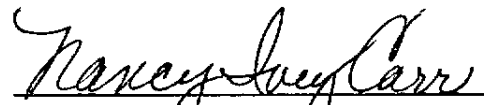
In pursuance of Florida Statute, Section 617.0501(Registered Office and Register Agent form), the undersigned, NANCY IVEY CARR, accepts the position as Registered Agent and the principal office for the corporation, ~~CIAW~~, INC., is 301 SW 38<sup>th</sup> Street, Ocala, Florida 34474, County of Marion, State of Florida, and hereby agrees to serve as Resident Agent to accept service of process within the State of Florida.

The principal mailing address of the corporation is identical to my residence address as stated above.

**ACKNOWLEDGMENT**

(Must be signed by Designated Agent)

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
NANCY IVEY CARR  
301 SW 38<sup>th</sup> Street  
Ocala, Florida 34474  
Resident Agent

CLERK OF STATE  
TALLAHASSEE, FLORIDA

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