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FLORIDA PROFIT/NON PROFIT CORPORATION
BOSTON SETTLEMENT FINANCE, INC.

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**ARTICLES OF INCORPORATION
OF
BOSTON SETTLEMENT FINANCE, INC.**

The undersigned incorporator hereby executes 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: **BOSTON SETTLEMENT FINANCE, INC.**

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be 4912 Creekside Drive, Clearwater, Florida 33760.

ARTICLE III

Purposes and Duration

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act. This corporation shall have perpetual existence.

ARTICLE IV

Capital Stock

Section 4.1. Authorized Shares. The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue shall be 10,000,000 shares, of which 5,000,000 shares shall be Common Stock having a par value of \$0.001 per share ("Common Stock") and 5,000,000 shares shall be Preferred Stock, having a par value of \$0.001 per share ("Preferred Stock"). The Board of Directors is expressly authorized, pursuant to Section 607.0602 of the FBCA, to provide for the classification and reclassification of any unissued class or series of Common Stock or Preferred Stock and the issuance thereof in one or more classes or series without the approval of the shareholders of the Corporation, all within the limitations set forth in Section 607.0601 of the FBCA.

Section 4.2. Common Stock.

(a) **Relative Rights.** The Common Stock shall be subject to all of the rights, privileges, preferences, and priorities of the Preferred Stock as set forth in these Articles of Incorporation and any Articles of Amendment to these Articles of Incorporation that may hereafter be filed pursuant to Section 607.0602 of the FBCA to establish or reclassify a class or series of the Preferred Stock. Except as otherwise provided in these Articles of Incorporation, each share of Common Stock shall have the same rights as, and be identical in all respects to, all of the other shares of Common Stock.

(b) **Voting Rights.** Except as otherwise provided by the FBCA or these Articles of Incorporation, and except as may be determined by the Board of Directors with respect to the Preferred Stock, only the holders of Common Stock shall be entitled to vote for the election of directors of the Corporation and for all other corporate purposes. Upon any such vote, each holder of Common Stock shall, except as otherwise provided by the FBCA, be entitled to one vote for each share of Common Stock held by such holder. Cumulative voting in the election of directors shall not be permitted.

(c) **Dividends.** Whenever there shall have been paid, or declared and set aside for payment, to the holders of the shares of any class of stock having preference over the Common Stock as to the payment of dividends, the full amount of dividends and of sinking fund or retirement payments, if any, to which such holders are respectively entitled in preference to the Common Stock, then the holders of record of the Common Stock, and the holders of any class or series of stock entitled to participate therewith as to dividends, shall be entitled to receive dividends, when, as, and if declared by the Board of Directors, out of any assets legally available for the payment of dividends thereon.

(d) **Dissolution, Liquidation, Winding Up.** In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, the holders of record of the Common Stock then outstanding, and all holders of any class or series of stock entitled to participate therewith in whole or in part as to the distribution of assets, shall become entitled to participate in the distribution of assets of the Corporation remaining after the Corporation shall have paid, or set aside for payment, to the holders of any class of stock having preference over the Common Stock in the event of dissolution, liquidation, or winding up, the full preferential amounts, if any, to which they are entitled and shall have paid or provided for payment of all debts and liabilities of the Corporation.

ARTICLE V

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 401 East Jackson Street, Suite 1700, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be American Information Services, Inc. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI

Incorporator

The name and street address of the incorporator making these Articles of Incorporation is Vitauts M. Gulbis, Akerman Senterfitt, 401 East Jackson Street, Suite 1700, Tampa, Florida 33602.

ARTICLE VII

Directors

This corporation shall initially have two (2) directors. The number of directors may be increased or decreased from time to time by the shareholders, provided that this corporation shall always have at least one director. The shareholders of this corporation may remove any director

from office at any time with or without cause. The name and address of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, shall be as follows:

Leo Govoni

4912 Creekside Drive
Clearwater, Florida 33760

John Staunton

3000 Gulf to Bay Blvd., Suite 102
Clearwater, Florida 33759

ARTICLE VIII

By-Laws

The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation.

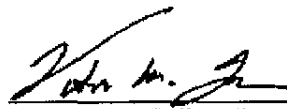
ARTICLE IX

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated.

DATED this 1st day of February, 2006.



Vitauts M. Gulbis, Incorporator

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, AMERICAN INFORMATION SERVICES, INC., a Florida corporation, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 2nd day of February, 2006.

AMERICAN INFORMATION SERVICES, INC., a
Florida corporation

By: Deborah Evans

Print Name: Deborah Evans

Print Title: Asst. Secretary

FILED
05 FEB - 2 PM 12:56
TALLAHASSEE, FLORIDA