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2-9-06



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 23, 2006

LORRAINE D. POWELL
2238 WINTER WOODS BLVD.
WINTER PARK, FL 32792

SUBJECT: TOWER HILL GROUP, INC.
Ref. Number: W06000003105

We have received your document for TOWER HILL GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date is not acceptable since it is not within five working days of the date of receipt.

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) 245-6995.

Wanda Cunningham
Document Specialist
New Filing Section

Letter Number: 406A00004608



GTL Management, Inc.

"Creative Solutions For Small Businesses"

January 30, 2006

Accounting

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

**Incorporation
Assistance**

RE: Tower Hill Group, Inc.

To Whom It May Concern:

**Administrative
Assistance**

Accounts Receivable
Accounts Payable

Enclosed please find an original and one (1) copy of the corrected Articles of Incorporation for the above referenced entity and a copy of your notice of rejected filing.

Please return a copy with a certificate to me.

**Payroll
Processing**

Payroll Management
Employee Benefits

Thank you,

Lorraine D. Powell

**Employee
Leasing**

Payroll Management
Human Resources
Worker's Compensation
Employee Benefits
401 (k)

ARTICLES OF INCORPORATION

OF

Tower Hill Group, Inc.

ARTICLE I - NAME

The name of this corporation is:

Tower Hill Group, Inc.

ARTICLE II - PURPOSE

This corporation is organized for the following purposes:

- (a) To engage in any or all lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE III - POWERS

This corporation shall have the following powers:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property to any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist its officers and employees in accordance with law.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.
- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by law within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for public charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the board of directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and all employees and for any or all of the directors, officers and employees of its subsidiaries.
- (n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.
- (o) To have and exercise all powers necessary or convenient to effect its purpose.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IV - COMMENCEMENT OF CORPORATE EXISTENCE

This corporation shall commence existence upon the filing of these Articles of Incorporation, and shall have perpetual existence.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is:

**5215 Landsdowne Way
Palmetto, FL 34221**

and the name of the initial registered agent of this corporation at that address is:

Christopher M. Poole

The corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have 3 director(s) initially. The number of directors may be either increased or diminished from time to time as set forth in the Bylaws. The names and addresses of the initial director(s) of this corporation are:

**Christopher M. Poole
5215 Landsdowne Way
Palmetto, FL 34221**

**Richard D. Rath
5512 61st Lane East
Bradenton, FL 34203**

**Shawn W. Demers
804 Ixora Ave.
Ellenton, FL 34222**

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

**Christopher M. Poole
5215 Landsdowne Way
Palmetto, FL 34221**

ARTICLE IX - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X - PRE-EMPTIVE 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 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 XI - PRINCIPAL OFFICE ADDRESS:

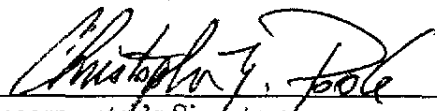
The corporation's principal office address is:

5215 Landsdowne Way
Palmetto, FL 34221

ARTICLE XII - AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, The undersigned, being the incorporator hereinbefore named, for the purpose of forming a for profit corporation under the laws of the State of Florida to do business both within and without the State of Florida, hereby makes and files these Articles of Incorporation, declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets her hand and seal this 31 day of JANUARY, 2006 A.D.


Incorporator's Signature

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED
AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:

Tower Hill Group, Inc.

desiring to organize as a for profit corporation under the laws of the State of Florida, with its registered office at:

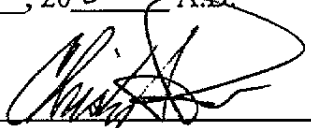
**5215 Landsdowne Way
Palmetto, FL 34221**

has named and designated **Christopher M. Poole** as its Registered Agent to accept service process within the State of Florida

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties as Registered Agent.

Dated this 31 day of JANUARY, 2006 A.D.



Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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