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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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04/04/06--01004--007 **78.75

Hilton Watts
5641 California Avenue, Apt 312
Jacksonville, Florida 32244

Florida Department of State
Post Office Box 6327
Tallahassee, Florida 32301

Attention: Division of Corporations

Re: Articles of Incorporation for
Hilton Watts Enterprises, Inc.
(A Corporation for Profit)

Gentlemen:

Enclosed herein please find an original and one copy of properly executed Articles of Incorporation and Acceptance of Resident Agent for Hilton Watts Enterprises, Inc., a for profit corporation, for filing. Also, enclosed is our check in the amount of \$78.75, made payable to Florida Secretary of State, to cover the following costs:

Filing Fee for Articles of Incorporation.....	\$35.00
Resident Agent Fee.....	\$35.00
Certified Copy Fee.....	\$8.75
Total	\$78.75

Please forward the certified copy of the Articles of Incorporation to the undersigned at the address set forth above. Thank you for your courteous cooperation.

Sincerely yours,

Hilton Watts
Hilton Watts

ARTICLES OF INCORPORATION
OF
Hilton Watts Enterprises, Inc.

The undersigned incorporator to these Articles of Incorporation, hereby form a corporation of the State of Florida:

ARTICLE I

Name and Address

The name of this corporation: Hilton Watts Enterprises, Inc. The street address of the corporation is: 5641 California Avenue Apt 312, Jacksonville, Florida 32244

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ARTICLE II

Term of Existence

This Corporation shall have perpetual existence, commencing upon filing these Articles of Incorporation with the Florida Secretary of State.

ARTICLE III

Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Powers

The corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold improve, use and otherwise deal in real or personal property or interest therein, wherever situated.
- (e) 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.

- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.
- (g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, 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 any other government, state, territory, governmental district, or municipality or any instrumentality thereof.
- (h) To make contracts and guaranties 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, franchise and income.
- (i) 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 invest.
- (j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.
- (k) To elect or appoint officers and agents of the Corporation and define their duties and fix compensation.
- (l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.
- (m) To make donations for the public welfare or for the charitable, scientific or educational purposes.
- (n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and compensation plans for any or all of its directors, officers and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (p) To provide insurance for its benefit on the life of its directors, officers or employees or on the life of any shareholder for the purpose of acquiring at his death shares of its own stock owned by the shareholder or by the spouse or children of the shareholder.
- (q) To be a promoter, incorporator, general partner, limited partner, member, associate or manager of any corporation, partnership, limited partnership, joint venture, trust or other enterprise.
- (r) To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

Capital Stock

This Corporation is authorized to issue 1000 shares of \$0.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI

Initial Registered Office and Agent

The street address of the registered office of this Corporation is: 5641 California Avenue, Apt 312, Jacksonville, Florida 32244 and the name of its initial registered agent at such address is: Hilton Watts.

ARTICLE VII

Board of Directors

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

ARTICLE VIII

Incorporator

The name and address of the person signing these Articles and serving as the sole incorporator is:

Name

Address

Hilton Watts

5641 California Avenue, Apt 312
Jacksonville, Florida 32244

ARTICLE IX

Bylaws

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

ARTICLE X

Amendment

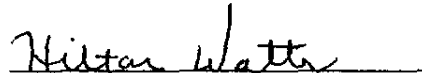
These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned sole incorporator executed these Articles of Incorporation, this 28th day of March, 2006.

Hilton Watts
Hilton Watts
Sole Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within Corporation, at the placed designated herein, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Hilton Watts

Dated this 28th day of March, 2006.

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