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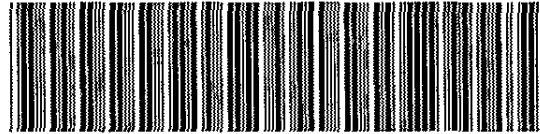
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: Cotton and Associates, Inc

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Joel S. Cotton

Name (Printed or typed)

2318 Island Shore Dr. S

Address

Jacksonville, Fl. 32218

City, State & Zip

904-382-9858

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 18, 2006

JOEL S. COTTON  
2318 ISLAND SHORE DR S  
JACKSONVILLE, FL 32218

SUBJECT: COTTON AND ASSOCIATES CONSULTING FIRM, INC.  
Ref. Number: W06000038502

We have received your document for COTTON AND ASSOCIATES CONSULTING FIRM, INC.. However, the document has not been filed and is being returned for the following:

You failed to make the correction(s) requested in our previous letter.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The registered agent IS NOT AN ACTIVE ENTITY according to our records. Please designate an individual or another entity that is active on our records. If you do not understand this letter, PLEASE CALL before returning document for filing.

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: 606A00055849

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**ARTICLES OF INCORPORATION**

**OF**

**Cotton and Associates Consulting Firm, Inc.**

**ARTICLE 1 - NAME**

The name of the Corporation is Cotton and Associates Consulting Firm , Inc., (hereinafter "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The principal office of this Corporation is 2318 Island Shore Dr. S., Jacksonville, FL 32218. The mailing address is 2318 Island Shore Dr. S., Jacksonville, FL 32218.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Joel S. Cotton  
2318 Island Shore Dr. S.  
Jacksonville, FL 32218

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Joel S. Cotton
Secretary:	Paula N. Cotton
Treasurer:	Joel S. Cotton

whose addresses shall be the same as the principal office of the Corporation.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **ARTICLE 6 – OFFICERS**

The Director(s) of the Corporation shall be:

Joel S. Cotton

whose addresses shall be the same as the principal office of the Corporation.

## **ARTICLE 7 – CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that the Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

7.2 All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.

7.3 All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.

7.4 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board Director(s) may deem advisable in connection with such issuance.

7.5 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitation, if any, as may be set forth in the bylaws of the Corporation.

7.6 The Board of Director(s) of the Corporation may, be Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 8 – SHAREHOLDERS’ RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders’ Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders’ Restrictive Agreement, if any, is on file at the principal office of the Corporation.

## **ARTICLE 9 – POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

## **ARTICLE 10 – TERM OF EXISTENCE**

This Corporation shall have the perpetual existence.

## **ARTICLE 11 – REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

## **ARTICLE 12 – REGISTERED OFFICE AND REGISTERED AGENT**

The name and address of registered agent of this Corporation is Santana Johnson, located at 221 N. Hogan St. Suite 343, Jacksonville, FL 32202.

## **ARTICLE 13 – BY LAWS**

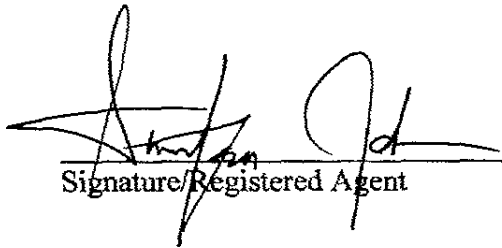
The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, by the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 14 – EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

**ARTICLE 15 – AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

  
\_\_\_\_\_  
Signature/Registered Agent

8/28/06  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

8/28/06  
\_\_\_\_\_  
Date

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