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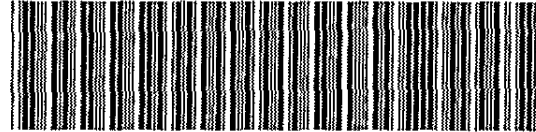
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2007 JAN 25 PM 2:33
STATE OF FLORIDA
TALLAHASSEE

J. Birch JAN 26 2007

TRANSMITTAL LETTER

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

SUBJECT: RGC Holdings, Inc.
(Proposed corporate name - must include suffix)

Enclosed is 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

ADDITIONAL COPY REQUIRED

FROM: Willie C. Robinson
Name (Printed or typed)

4141 NW 2nd Avenue #101-2
Address

Miami, Florida 33137
City, State & Zip

(305) 498-8617
Daytime Telephone number

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

**Articles of Incorporation
for
RGC HOLDINGS, INC.**

The undersigned Incorporator of these Articles is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

Article I - NAME

The name of the Corporation is RGC Holdings, Inc. (hereinafter called Corporation).

Article II - DURATION

The Corporation shall have a perpetual existence.

Article III - 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 IV - PRINCIPAL BUSINESS

The address of the principal office of the Corporation is 4141 NE 2nd Avenue, Suite 101-L, Miami, Florida 33137 and the mailing address is 4141 NE 2nd Avenue, Suite 101-L, Miami, Florida 33137.

Article V - INCORPORATOR

The name and street address of the Incorporator of the Corporation is Willie C. Robinson, whose address shall be the same as the principal office of the Corporation.

Article VI - OFFICERS

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The officers of the Corporation shall be:

President - Willie C. Robinson
V. President - Willie C. Robinson
Treasurer - Willie C. Robinson
Secretary - Willie C. Robinson

Article VII - SHAREHOLDER'S RESTRICTIVE AGREEMENT

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

7.1 Shareholders of this Corporation may elect and if elected shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended

Article VIII - POWERS OF CORPORATION

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

Article IX - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person whose name, any share or right is registered on the books of the Corporation as the name thereto, for all purposes, and except for 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 X - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is 4141 NW 2nd Avenue, Suite 101-L, Miami, Florida 33137. The name and the address of the registered agent of this Corporation is Willie C. Robinson, 4141 NW 2nd Avenue, Suite 101-L, Miami, Florida 33137.

Article XI - BYLAWS

The Board of Directors of the Corporation shall have power, without the consent or vote of the Shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but 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 XII - EFFECTIVE DATE

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

Article XIII - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in the 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.

Article XIV - SHARES OF STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 23 day of January, 2007.


Willie C. Robinson, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

Having been named to accept service of process for RGC Holdings, Inc at the place designated in Article X, agrees to accept this capacity, and agrees to comply with the provisions of Registered Agent under the applicable provisions of the Florida Statutes.


Willie C. Robinson, Registered Agent