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FLORIDA PROFIT/NON PROFIT CORPORATION

skipwell, inc.

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ARTICLES OF INCORPORATION

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

OF

SKIPWELL, INC.

WE, the undersigned, jointly and severally agree with each other to associate ourselves and our successors together as a corporation for profit under the laws of the State of Florida, and do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be SKIPWELL, INC.

ARTICLE II

The corporation may engage in any activity of business permitted under the laws of the United States and of the State of Florida at the following address, which is also the mailing address of the corporation: 888 Southeast Third Avenue, Suite # 400, Fort Lauderdale, Florida 33316.

ARTICLE III

1. The corporation herein adopts the following definitions for the following terms applied herein:

a. "retractable": shareholder may request the corporation to retract, i.e. withdraw, his/her shares upon giving a sixty (60) day notice if the following conditions are met:

- i) the company has achieved a profit for two consecutive years;
- ii) in the opinion of corporate counsel, the retraction will not seriously affect the working capital position of the corporation and is allowed by law;
- iii) in the event that the retraction of shares exceeds the amount available for this purpose in the opinion of the majority of the Board of Directors, then the retraction shall be made proportionately among the shareholders for shares tendered for this purpose;
- iv) no retraction shall be authorized by shareholders prior to December 31, 2007.

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- b. "redeemable": the Board of Directors may, from time to time, redeem outstanding Class "B", "D", or "F" shares upon giving a sixty (60) day notice to the affected shareholders. In the event that the redemption take place for less than the total outstanding shares of the subject class, then such redemption shall be applied proportionately. No redemption shall be authorized prior to December 31, 2007.

2. The number of shares of authorized capital stock in this corporation shall be as follows:

- a. One thousand (1,000) shares of Class "A" common stock with nominal or par value of \$1.00 each;
- b. Two hundred thousand (200,000) shares of Class "B" cumulative non voting preferred shares with a nominal or par value of \$10.00 each; each share shall earn a 6% per annum dividend return and is non retractable at the option of the shareholder but is redeemable by the corporation;
- c. Two hundred thousand (200,000) shares of Class "C" non cumulative non voting preferred retractable shares at the option of the shareholder with a nominal or par value of \$10.00 each; each share shall earn a 6% per annum dividend return and shall be non redeemable;
- d. One hundred thousand (100,000) shares of Class "D" voting preferred shares with a nominal or par value of \$10.00 each; each share shall earn a 4% per annum dividend return, is redeemable, non retractable at the option of the shareholder, voting and non cumulative;
- e. One hundred thousand (100,000) shares of Class "E" voting preferred retractable shares with a nominal or par value of \$10.00 each, which are not redeemable, voting, shall earn a 4% per annum dividend return and are non cumulative;
- f. One hundred thousand (100,000) shares of Class "F" non voting preferred shares with a nominal or par value of \$10.00 each; each share shall be non cumulative, redeemable at the option of the corporation, earn 4% per annum dividend return and are non retractable at the option of the shareholder;
- g. One hundred thousand (100,000) shares of Class "G" non voting preferred shares with a nominal or par value of \$10.00 each; each share shall be non cumulative, retractable and non redeemable.

3. The capital stock may be paid for in property, labor, service or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

#### ARTICLE IV

The amount of capital with which this corporation will begin business shall be not less than one thousand dollars.

#### ARTICLE V

The term for which this corporation shall exist shall be perpetual.

#### ARTICLE VI

The principal office of the corporation shall be 888 S.E. 3rd Avenue, Suite 400, Fort Lauderdale, Florida 33316, or at such locations as the corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time render necessary and/or desirable. The stockholders may from time to time move the principal office to any other address or place in Florida.

#### ARTICLE VII

The name and street address, and the number of shares subscribed to by the initial subscriber and director hereto, who is to conduct the business of the corporation until those elected at the organizational meeting, is:

NAME:	ADDRESS:	NUMBER OF SHARES:
Larry J. Behar	888 S.E. Third Avenue Suite # 400 Fort Lauderdale, Florida 33316	1000

#### ARTICLE VIII

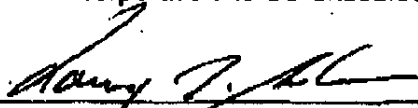
The initial registered office shall be at 888 S.E. Third Avenue, Suite 400, Fort Lauderdale, Florida 33316. The initial registered agent at the same address shall be LARRY J. BEHAR, P.A.

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ARTICLE IX

1. When the stockholders so determine, any increase of the common stock shall be first offered pro rata to the common stockholders who may desire to subscribe for such stock in relation to their then present holdings.
2. Any meeting of the stockholders may be held within or without the State of Florida.
3. Officers of the corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his hand and seal, and caused these Articles of Incorporation to be executed this 22 day of March, 2007.

  
LARRY J. BEHAR

REGISTERED AGENT:

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT A PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT SAID DESIGNATION AS REGISTERED AGENT AND AGREE TO COMPLY WITH THE PROVISIONS OF LAW RELATIVE TO KEEPING SAID OFFICE OPEN.

LARRY J. BEHAR, P.A.

By:   
Registered Agent

LARRY J. BEHAR, P.A.  
888 S.E. Third Avenue  
Suite # 400  
Fort Lauderdale, Florida 33316  
Tel.: (954) 524-8888  
Fax: (954) 524-0088

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