

Florida Department of State  
Division of Corporations  
Public Access System

## Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H07000215907 3)))



H070002159073ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations  
Fax Number : (850)205-0381

From: Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305)634-3694  
Fax Number : (305)633-9696

FILED  
07 AUG 28 PM 2:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## FLORIDA PROFIT/NON PROFIT CORPORATION

## JOHN PAYTON PHOTOGRAPHY, INC.

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing Menu

Help

FILED

07 AUG 28 PM 2:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
JOHN PAYTON PHOTOGRAPHY, INC.

H07000215907

I, THE UNDERSIGNED, HEREBY ORGANIZE FOR THE PURPOSE OF BECOMING A CORPORATION UNDER THE LAWS OF THE STATE OF FLORIDA, BY AND UNDER THE PROVISIONS OF THE STATUTES OF THE SAID STATE OF FLORIDA, PROVIDING FOR THE FORMATION, RIGHTS, PRIVILEGES, IMMUNITIES, AND LIABILITIES OF CORPORATIONS FOR PROFIT.

ARTICLE I - NAME AND PRINCIPAL OFFICE

THE NAME OF THE CORPORATION SHALL BE:

JOHN PAYTON PHOTOGRAPHY, INC.

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION IS:

10440 MONARCH STREET  
SPRING HILL, FLORIDA 34608

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGEMENT OF THESE ARTICLES.

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THE CORPORATION IS AUTHORIZED TO ISSUE 7,000 SHARES OF \$1.00 PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

ARTICLE V - CAPITAL

THE AMOUNT OF CAPITAL WITH WHICH THE CORPORATION WILL BEGIN BUSINESS SHALL BE \$100.00.

H07000215907

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION IS:

10440 MONARCH STREET  
SPRING HILL, FLORIDA 34608

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

JOHN M. PAYTON

**ARTICLE VII - NUMBER OF DIRECTORS**

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY A MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

**ARTICLE VIII - DIRECTORS**

THE NAMES AND STREET ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS ARE AS FOLLOWS:

JOHN M. PAYTON  
10440 MONARCH STREET  
SPRING HILL, FLORIDA 34608

**ARTICLE IX - OFFICERS**

THE OFFICERS OF THE CORPORATION SHALL BE:

PRESIDENT:	JOHN M. PAYTON
VICE PRESIDENT:	MARJORIE A. PAYTON
SECRETARY:	MARJORIE A. PAYTON
ASST. SECRETARY:	JOHN M. PAYTON
TREASURER:	JOHN M. PAYTON

WHOSE ADDRESSES SHALL BE THE SAME AS THE PRINCIPAL OFFICE OF THE CORPORATION.

**ARTICLE X - INCORPORATORS**

THE NAMES AND ADDRESSES OF THE INITIAL SUBSCRIBER SIGNING THESE ARTICLES ARE AS FOLLOWS:

JOHN M. PAYTON  
10440 MONARCH STREET  
SPRING HILL, FLORIDA 34608

**ARTICLE XI - AMENDMENT**

THIS CORPORATION RESERVES THE RIGHT TO AMEND, ADDEND, OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT HERETO, AND ANY RIGHT CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THESE RESERVATION.

ARTICLES XII - BY-LAWS

THE POWER TO ADOPT, ADDEND, AMEND, OR REPEAL BY-LAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE XIII - ADOPTION OF BY-LAWS

A SPECIAL MEETING OF THE SUBSCRIBERS OR THEIR ASSIGNS SHALL BE HELD, UPON THE CALL OF THE PRESIDENT, FOR THE PURPOSE OF COMPLETING THE ORGANIZATION OF THE CORPORATION AND THE ADOPTION OF THE BY-LAWS AND THE TRANSACTION OF SUCH OTHER BUSINESS AS MAY COME BEFORE THE MEETING.

ARTICLE XIV - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS, AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE XV - RESTRICTIONS OF TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNTS SET OPPOSITE THEIR NAMES:

JOHN M. PAYTON	50 SHARES
MARJORIE A. PAYTON	50 SHARES

SHARES HELD BY THE INITIAL SHAREHOLDERS LISTED ABOVE MAY NOT BE RESOLD OR OTHERWISE TRANSFERRED TO OTHER PERSONS UNLESS SUCH SHARES ARE FIRST OFFERED TO THE REMAINING SHAREHOLDERS OR TO THIS CORPORATION. THE PRICE AND TERMS AT WHICH AND THE TIME WITHIN WHICH SUCH SHARES MAY BE OFFERED AND SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

IN WITNESS WHEREOF, I HAVE HEREUNTO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION ON THIS 22<sup>nd</sup> DAY OF August, 2007.

  
\_\_\_\_\_  
JOHN M. PAYTON

STATE OF FLORIDA  
COUNTY OF Hernando

BEFORE ME PERSONALLY APPEARED John Payton, TO ME WELL  
KNOWN AND KNOWN TO ME TO BE THE PERSON DESCRIBED IN AND WHO  
EXECUTED THE FOREGOING INSTRUMENT, AND ACKNOWLEDGED TO AND BEFORE  
ME THAT HE/SHE EXECUTED SAID INSTRUMENT FOR THE PURPOSES THEREIN  
EXPRESSED.

2007 WITNESS MY HAND AND OFFICIAL SEAL THIS 22 DAY OF August

Michelle Kastner  
NOTARY PUBLIC, STATE OF FLORIDA

Michelle Kastner  
PRINT, TYPE, OR STAMP NAME OF  
NOTARY PUBLIC



PERSONALLY KNOWN \_\_\_\_\_ OR  
TYPE OF IDENTIFICATION PRODUCED drivers license

FILED

H07000215907

07 AUG 28 PM 2:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

PURSUANT TO CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS  
SUBMITTED:

**JOHN PAYTON PHOTOGRAPHY, INC.**

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS  
PRINCIPAL OFFICE AS INDICATED IN THE ARTICLES OF INCORPORATION AT 10440  
MONARCH STREET, SPRING HILL, COUNTY OF HERNANDO, STATE OF FLORIDA, HAS  
NAMED JOHN M. PAYTON, AT THAT ADDRESS, AS ITS AGENT TO ACCEPT SERVICE  
OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT: HAVING BEEN NAMED TO ACCEPT SERVICE OF  
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN  
THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND AGREE TO  
COMPLY WITH THE PROVISIONS OF THE SAID ACT RELATIVE TO KEEPING OPEN SAID  
OFFICE.

  
JOHN M. PAYTON

H07000215907