

MAY 12 2008 3:48PM  
Capital Connection, Inc.

CAPITAL CONNECTION

NO 8420 P. 1

PO8000047805

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 tax audit number (shown below) on the top and bottom of all pages of the document.

((H08000127452 3)))



H080001274523ABCS

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) 617-6381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.  
Account Number : I20000000257  
Phone : (850) 224-8870  
Fax Number : (850) 224-7047

DIVISION OF CORPORATION

08 MAY 12 PM 4:06

RECEIVED

FLORIDA PROFIT/NON PROFIT CORPORATION

RIPPLE EFFECT ADVERTISING, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

MAY 13 2008  
D.A. WHITE

Electronic Filing Menu

Corporate Filing Menu

Help

MAY. 12. 2008 3:48PM  
H080001274523

CAPITAL CONNECTION

NO. 6420 P. 2

FILED

ARTICLES OF INCORPORATION  
OF  
RIPPLE EFFECT ADVERTISING, INC.

2008 MAY 12 A 9:59

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I  
Name

The name of this corporation shall be:

RIPPLE EFFECT ADVERTISING, INC.

ARTICLE II  
Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

8600 8th Street  
Vero Beach, FL 32968

ARTICLE III  
Business and Purposes

The general purpose for which this corporation is organized is to operate an advertising agency and any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV  
Capital Stock

A. The aggregate number of shares of capital stock authorized to be issued by this corporation is 10,000 shares of common stock with a par value of \$.01 per share. Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration of the issuance of said shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform

H080001274523

services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and non-assessable.

B. In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

#### ARTICLE V

##### Existence of Corporation

This corporation shall have perpetual existence.

#### ARTICLE VI

##### Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 8600 8<sup>th</sup> Street, Vero Beach, Florida, 32968, and the initial registered agent of this corporation at such office shall be Samantha E. Bailey. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

#### ARTICLE VII

##### Board of Directors

The Board of Directors of this corporation shall consist of not less than one (1) nor more than fifteen (15) members, the exact number of directors to be fixed from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. Subject to the By-Laws of this corporation, meetings of the directors may be held within or without the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause.

#### ARTICLE VIII

##### Initial Board of Directors

The initial Board of Directors of this corporation shall consist of one (1) such member to hold office until the successor(s) has been duly elected and qualify. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
Samantha E. Bailey	8600 8 <sup>th</sup> Street Vero Beach, FL 32968

**ARTICLE IX**  
**Incorporator**

The name and street address of the incorporator making these Articles of Incorporation is:

Samantha E. Bailey  
8600 8<sup>th</sup> Street  
Vero Beach, FL 32968

**ARTICLE X**  
**By-Laws**

A. The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

B. The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

**ARTICLE XI**  
**Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

MAY 12 2008 3:49PM  
H080001274523

CAPITAL CONNECTION

NO. 6420 P. 5

**ARTICLE XII**  
**Affiliated Transactions**

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles for the uses and purposes therein stated.

  
SAMANTHA E. BAILEY, Incorporator

H080001274523

MAY. 12. 2008 3:49PM  
H08000127452 3

CAPITAL CONNECTION

NO. 6420 P. 6

**RIPPLE EFFECT ADVERTISING, INC.**  
**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, **SAMANTHA E. BAILEY**, having been named as Registered Agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

Dated this 12 day of May, 2008.

  
\_\_\_\_\_  
**SAMANTHA E. BAILEY, Registered Agent**

**FILED**  
2008 MAY 12 A 9:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10801-1/Doc#9

H08000127452 3