

P08000085367

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.

((H08000213929 3)))



H080002139293ABC1

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 : FILINGS, INC.
Account Number : 072720000101
Phone : (850) 385-6735
Fax Number : (954) 641-4192

Effective Date
09-10-08

RECEIVED
08 SEP 16 AM 9:28
DIVISION OF CORPORATIONS

FLORIDA PROFIT/NON PROFIT CORPORATION
NLS MANAGEMENT, INC.

Certificate of Status	1
Certified Copy	1
Page Count	08
Estimated Charge	\$87.50

APPROVED
AND
FILED
08 SEP 16 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu Corporate Filing Menu Help

SEP-16-2008 TUE 08:22 AM BLACKSTONE LEGAL SUPP
850-617-6381

9/15/2008 11:00 PAGE 001/001 Florida Dept of State

FAX NO. 9545834117

P. 10/10



September 15, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

FILINGS, INC.

SUBJECT: NLS MANAGEMENT, INC.
REF: W08000042707

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The registered agent and street address must be consistent wherever it appears in your document.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II

FAX Aud. #: H08000213929
Letter Number: 708A00050094

H080002139293

ARTICLES OF INCORPORATION
OF
NLS MANAGEMENT, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

08 SEP 16 AM 11:02

APPROVED
AND
FILED

ARTICLE I- NAME:

The name of this corporation is NLS MANAGEMENT, INC.

Effective Date

09-10-08

ARTICLE II- DURATION:

This corporation shall have perpetual existence commencing on
the 10 th. day of September, 2008 .

ARTICLE III- PURPOSE:

This corporation is organized for the purpose of conducting
a management and investment, consulting and development and holding
business, and for the conduct of any and all other lawful business,
and this corporation shall have all powers to effect its purpose.

ARTICLE IV- CAPITAL STOCK:

This corporation is authorized to issue one hundred (100)
shares of One Dollar (\$1.00) par value common stock.

H080002139293

H08000 2139293

ARTICLE V- RIGHTS OF SHARES OF CAPITAL STOCK:

Section 1. Rights Upon Liquidation or Dissolution.

The assets of this corporation shall be payable to and distributed ratably among the holders of record of the common shares.

Section 2. Voting Rights.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be voted exclusively in the holders of the outstanding common shares.

ARTICLE VI- PREEMPTIVE RIGHTS:

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price which it is offered to others.

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT:

The street address of this corporation is 2113 Renaissance Blvd., suite 303, Miramar, Florida 33025 and the name of the initial registered agent of this corporation at that address is Nigel C. Lue.

H08000 2139293

H080002139293

ARTICLE VIII - INITIAL BOARD OF DIRECTORS:

This corporation shall have 2 directors initially. The names and addresses of the initial directors of this corporation are Nigel C. Lue, 2113 Renaissance Blvd. Suite 303, Miramar, Florida 33025, and Lee W. Swasey, 4029 Staghorn Lane, Weston, Fl. 33331.

ARTICLE IX - INCORPORATOR:

The name and address of the person signing these Articles of Incorporation is: Nigel C. Lue, 2113 Renaissance Blvd., suite 303, Miramar, Florida 33025.

ARTICLE X - BYLAWS:

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - CALLING SPECIAL MEETINGS:

Special meetings of Shareholders may be called by 40% of the holders of the outstanding common stock.

ARTICLE XII - SHAREHOLDER QUORUM AND VOTING:

Fifty percent (75%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

H080002139293

Ho8000 213 9293

ARTICLE XIII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER:

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law. Said approval may be made at a meeting of the shareholders or in writing as provided by law.

ARTICLE XIV - RIGHTS OF SHAREHOLDERS TO DISSENT:

The shareholders of this corporation shall have the right to dissent from any corporate actions from which shareholders are entitled to dissent.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED:

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law, unless written consent by holders of 75% of all issued and outstanding shares is obtained.

ARTICLE XVI - MANAGEMENT OF CORPORATION BY SHAREHOLDERS:

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation until such time as the directors may elect officers.

Ho8000 213 9293

H080002139293

ARTICLE XVII - POWERS:

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, except this corporation shall not have the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise, unless approval is given by 75% of the holders of the outstanding common stock.

ARTICLE XVIII - DIRECTORS COMPENSATION:

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

ARTICLE XIX - NO REMOVAL OF DIRECTORS:

The shareholders of this corporation shall not be entitled to remove any director from office during his term, unless otherwise provided by the laws of the State of Florida and the Florida General Corporation Act.

ARTICLE XX - MEETINGS BY CONFERENCE TELEPHONE:

Members of the Board of Directors may participate in meeting of the Board of Directors by means of conference telephone as provided by law.

H080002139293

H080002139293

ARTICLE XXI - ACTION BY DIRECTORS WITHOUT A MEETING:

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XXII - DIVIDENDS:

Dividends may be paid to shareholders from the operating surplus of the corporation or from capital in the form of a tax free return of capital as may be determined by the Board of Directors. Dividends payable in shares of any class of stock may be paid to the holders of shares of any other class in lieu of a cash dividend payment as may be determined by the Board of Directors.

ARTICLE XXIII - INDEMNIFICATION:

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XXIV - FISCAL YEAR:

The end of the accounting year of this corporation shall be the end of the calendar year.

H080002139293

Ho80002139293

ARTICLE XXV - AMENDMENT:

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders is subject to this reservation. Any amendment to the Articles of Incorporation shall be by a vote of 2/3 of the outstanding shares of stock or by written consent of the holders of 2/3 of the outstanding shares of the common stock of the corporation.

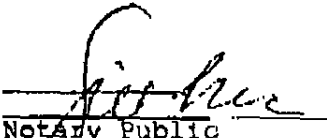
IN WITNESS WHEREOF, the undersigned authority has executed these Articles of Incorporation this 8th. day of September, 2008.



SUBSCRIBER

Nigel C. Lue

SWORN TO and SUBSCRIBED
before me this 8th. day of September, 2008.



Notary Public

NOTARY PUBLIC-STATE OF FLORIDA
Jill Llera
Commission # DD805772
Expires: AUG. 11, 2012
BONDING THROUGH ATLANTIC BONDING CO., INC.

DL#L000-62380-374-0

My commission expires:

Ho80002139293

Ho8000 2139293

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHO PROCESS MAY BE SERVED.

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

THAT NLS MANAGEMENT, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS AT 2113 Renaissance Blvd., suite 303, Miramar, Fl. 33025 HAS NAMED MR. NIGEL C. LUE as RESIDENT AGENT, LOCATED AT 2113 Renaissance Blvd., Miramar, Fl., 33025, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: _____

TITLE: President

Date: September 8th, 2008.

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 I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE: _____

DATE: September 8th, 2008.

APPROVED
AND
FILED

08 SEP 16 AM 11:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Underma 2139293