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January 6, 2009

FLORIDA DEPARTMENT OF STATE

Division of Corporations

EMPIRE CORPORATE KIT COMPANY

SUBJECT: PONDER'S ENTERPRISE, INC.
REF: W09000000292

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

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Name conflict with P14093, PONDER ENTERPRISES, INC.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Regulatory Specialist II
New Filing Section

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ARTICLES OF INCORPORATION

1090000001685
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

④

OF

PONDER COMMERCIAL ENTERPRISE, INC.

The undersigned, Incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

ARTICLE I: NAME OF THE CORPORATION

The name of the corporation is PONDER COMMERCIAL ENTERPRISE, INC., hereinafter referred to as the "Corporation".

ARTICLE II: PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the principal office of the corporation is 16245 N.W. 22ND COURT, MIAMI GARDENS, FLORIDA 33054.

ARTICLE III: DURATION OF THE CORPORATION

The period of duration of the Corporation shall be perpetual unless dissolved according to law.

ARTICLE IV: PURPOSE OF THE CORPORATION

The purpose for which the Corporation is organized is to engage in any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statute, as amended.

ARTICLE V: AUTHORIZED SHARES

The Corporation is authorized to issue FIVE Thousand (5,000) shares of common stock with a par value of \$1.00 per share. All stock shall be of one class. The Board of Directors may authorize the issuance of such stock to such person(s) upon such terms and for such consideration as they may deem appropriate. The consideration may consist of any tangible or intangible property or benefit to the Corporation, including cash, promissory notes, services performed, promises to perform services evidenced by a written contract, or other securities of the Corporation.

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ARTICLE VI: PREEMPTIVE RIGHTS

The Corporation elects to have preemptive rights. Every shareholder, upon the sale for cash of any new or reissued stock of the Corporation, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others.

ARTICLE VII: INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the Corporation's initial registered office is 16245 N.W. 22nd COURT, MIAMI GARDENS, FLORIDA 33054 and the registered agent at that office is APRIL L. PONDER.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Corporation shall have FOUR (4) director(s) constituting the initial Board of Directors. The number of director(s) may be increased or decreased from time to time by the bylaws.

The initial Board of Director(s) of the Corporation shall be comprised of:

APRIL L. PONDER President 16245 N.W. 22 nd COURT, MIAMI GARDENS, FLORIDA 33054	JESSIE L. YOUNG Vice President 16245 N.W. 22 nd COURT, MIAMI GARDENS, FLORIDA 33054
HIEDI WILSON SECRETARY 16245 N.W. 22 nd COURT, MIAMI GARDENS FLORIDA 33054	JASPER P. LEWIS 16245 N.W. 22 nd COURT MIAMI GARDENS, FLORIDA 33054

ARTICLE IX: INCORPORATOR

The incorporator(s) of the Corporation are as follows:

APRIL L. PONDER
16245 N.W. 22nd COURT
MIAMI GARDENS, FLORIDA 33054

IN WITNESS WHEREOF, I, APRIL L. PONDER, the undersigned incorporator, have signed these Articles of Incorporation on this 19th day of DECEMBER, 2008, and acknowledged the same to be my act.


APRIL L. PONDER

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

Pursuant to the provisions of Chapters 48.091 and 607.0501 of the Florida Statutes, the following is submitted, in compliance with said Acts:

First-That **PONDER COMMERCIAL ENTERPRISE, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at the City of MIAMI GARDENS, County of MIAMI DADE, State of Florida, has named APRIL L. PONDER, at, **16245 N.W. 22nd COURT**, in the CITY OF MIAMI GARDENS, County of MIAMI DADE, State of Florida, as its agent to accept service of process within this state.

-Acceptance of Agent-

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

BY:

April L. Ponder
APRIL L. PONDER

DATE:

December 19, 2008

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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