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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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## COVER LETTER

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**SUBJECT:** THE HUMMINGBIRD'S NEST, INC.

**(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)**

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

**FROM:** NOEL E HOLTZ

Name (Printed or typed)

6817 S W 11TH STREET

Address

PEMBROKE PINES, FL 33023

City, State & Zip

954.599.2532

Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**ARTICLES OF INCORPORATION  
OF  
THE HUMMINGBIRD'S NEST, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of a Corporation under Florida General Corporation Act, adopt the following Articles of Incorporation for such Corporation:

**ARTICLE I**

The name of the Corporation is: The Hummingbird's Nest, Inc.

**ARTICLE II**

The principal place of business and mailing address is:

849 Glenn Parkway  
Hollywood, Fl 33021

**ARTICLE III**

The duration of the Corporation is perpetual.

**ARTICLE IV**

The purpose or purposes for which the Corporation is organized are to engage in any activities or business permitted under the laws of the State of Florida.

**ARTICLE V**

**Shares**

**NUMBER:** The aggregate number of shares that the Corporation shall have the authority to issue is 100 shares of Capital Stock.

**DIVIDENDS:** The holder(s) of the outstanding Capital Stock shall be entitled to receive, when as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of Capital Stock of the Corporation.

**CLASSES OF STOCK:** The shares of the Corporation are not to be divided into classes.

## **ARTICLE VI**

### **Board of Directors**

The Board of Directors shall always consist of at least one person. The names and addresses of the persons who shall serve as Directors until the first annual meeting of Shareholder(s), or until their successors have been selected and qualified are as follows:

Roy O. Abrahams	6800 S W 10 <sup>th</sup> Court	Pembroke Pines, Florida 33023	President
Vevine Gordon	6800 S W 10 <sup>th</sup> Court	Pembroke Pines, Florida 33023	Vice-President
Frances E Holtz	6817 S W 11 <sup>th</sup> Street	Pembroke Pines, Florida 33023	Director
Noel E Holtz	6817 S W 11 <sup>th</sup> Street	Pembroke Pines, Florida 33023	Director

## **ARTICLE VII**

### **Initial Registered Agent**

The initial Registered Agent is:

Noel E Holtz  
6817 S W 11<sup>th</sup> Street  
Pembroke Pines, Florida 33023

## **ARTICLE VIII**

### **Initial Incorporator**

The name and street address of this Incorporator of this Corporation shall be Noel E Holtz of 6817 S W 11<sup>th</sup> Street, Pembroke Pines, Florida 33023.

## **ARTICLE IX**

### **Shareholder Action**

Three-fourth's (3/4<sup>th</sup>'s) of the Stockholder(s) of the Corporation shall be required for any shareholder action.

## **ARTICLE X**

### **Power to Adopt, Amend, Alter, Change or Repeal Articles**

The Shareholder(s) shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved by a Stockholder's Meeting, with not less than a three-fourth's (3/4<sup>th</sup>'s) vote of the common stock.

## **ARTICLE XI**

### **Pre-emptive Rights to Purchase Shares**

The holder(s) of the common stock of this Corporation shall have the pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholder(s), such as the share of the stock of this Corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized by the Corporation. The pre-emptive right of any holder is determined by the ratio of the authorized shares of common stock held by the holder of all common stock currently authorized.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Office/Registered Agent, in the State of Florida, and the names and addresses of the Officers.

1. The name of the Corporation is: The Hummingbird's Nest, Inc.
2. The name of the Registered Agent is: Noel E Holtz
3. The address of the Registered Office is:

6817 S W 11<sup>th</sup> Street, Pembroke Pines, Florida 33023

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.

Signature: \_\_\_\_\_

Date: JANUARY 26, 2009

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TALLAHASSEE, FLORIDA

<b><u>OFFICERS</u></b>	<b><u>TITLE</u></b>	<b><u>SPECIFIC ADDRESSES</u></b>
Roy O Abrahams	President	6800 S W 10 <sup>th</sup> Court Pembroke Pines, Florida 33023
Vevine Gordon	Vice-President	6800 S W 10 <sup>th</sup> Court Pembroke Pines, Florida 33023
Frances E Holtz	Director	6817 S W 11 <sup>th</sup> Street Pembroke Pines, Florida 33023
Noel E Holtz	Director	6817 S W 11 <sup>th</sup> Street Pembroke Pines, Florida 33023