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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers MAR 05 2009

## COVER LETTER

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

**SUBJECT:** FILM FRAY CORPORATION  
(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      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

**FROM:** John W. Frost, II, Esquire  
Name (Printed or typed)

Frost Van den Boom & Smith, P.A.

Post Office Box 2188

Address

Bartow, FL 33831-2188

City, State & Zip

(863) 533-0314

Daytime Telephone number

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLES OF INCORPORATION

OF

FILM FRAY CORPORATION

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I - NAME AND ADDRESS

The name of the Corporation is: FILM FRAY CORPORATION. The principal office and the mailing address of the corporation is: 2615 Lakeview Drive, Sebring, Florida 33870.

ARTICLE II - DURATION

The duration of the corporation is perpetual.

ARTICLE III - SPECIFIC PURPOSE

The general purposes for which the corporation is organized are the following

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - SHARES

The maximum number of shares this corporation is authorized to issue is 1,000, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

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ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial Registered Office of the Corporation is 395 South Central Avenue, Bartow, FL, 33830, and the name of its initial Registered Agent at that address is John W. Frost, II.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be either increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of the initial Director of the Corporation is as follows:

Delton Delaney  
2615 Lakeview Drive  
Sebring, FL 33870  
(863)382-8072

ARTICLE VII - INCORPORATOR

The name and address of the Incorporator is as follows:

Delton Delaney  
2615 Lakeview Drive  
Sebring, FL 33870  
(863)382-8072

ARTICLE VIII - AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE IX - INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

#### ARTICLE X - SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following entity in the following amounts upon payment of the consideration determined by the Board of Directors.

<b>SHAREHOLDER</b>	<b>NUMBER OF SHARES</b>
Delton Delaney	510 shares (51% of 1,000 total)

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### ARTICLE XII - COMMENCEMENT OF CORPORATE EXISTENCE

In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is March 1, 2009, except that if these Articles of Incorporation are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

#### ARTICLE XIII - VOTING OF SHARES

Directors shall be elected by a majority of the votes at a meeting at which a quorum is present. All shareholders shall be entitled to cumulate their votes for directors. Each shareholder is entitled

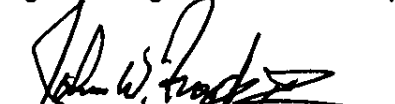
to multiply the number of votes it is entitled to cast by the number of directors for whom it is entitled to vote and cast the product for a single candidate or distribute the product among two or more candidates.

ARTICLE XIV

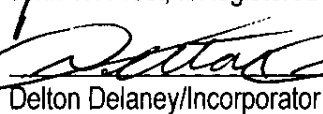
QUORUM REQUIREMENTS FOR SHAREHOLDERS MEETING

A quorum of shareholders shall consist of 60% of the shares entitled to vote at a meeting of shareholders.

Having been named as registered agent to accept service of process for the above-stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

  
\_\_\_\_\_  
John W. Frost, II/Registered Agent

3/2/09  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Delton Delaney/Incorporator

02-26-2009  
\_\_\_\_\_  
Date

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