

Page 1 of 5
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.
(((H09000107895 3)))
H090001078953ABC8
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 : AKERMAN SENTERPITT (ORLANDO)
Account Number : 076656002425
Phone : (407)423-4000
Fax Number : (407)843-6610
PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.
4/29
FLORIDA PROFIT/NON PROFIT CORPORATION
H.B. HOLDINGS, INC.
Certificate of Status 0
Certified Copy 0
Page Count 03
Estimated Charge \$70.00
Electronic Filing Menu Corporate Filing Menu Help
https://efile.sunbiz.org/scripts/efilcovr.exe
4/29/2009

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.

(((H09000107895 3)))



H090001078953ABC8

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 : AKERMAN SENTERPITT (ORLANDO)
Account Number : 076656002425
Phone : (407)423-4000
Fax Number : (407)843-6610

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

4/29

FLORIDA PROFIT/NON PROFIT CORPORATION

H.B. HOLDINGS, INC.

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

To: FL Dept. of State
Subject:

From: Katie Wonsch

Thursday, April 30, 2009 3:10 PM Page: 2 of 5

850-817-6381

4/30/2009 1:53:02 PM PAGE 1/001 Fax Server



April 30, 2009

FLORIDA DEPARTMENT OF STATE
Division of Corporations

AKERMAN SENTERFITT (ORLANDO)

SUBJECT: H.B. HOLDINGS, INC.
REF: W09000020380

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

4/29

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 document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refax this document until the quality has been improved.

The document number of the name conflict is P02000122451 - H&B HOLDING, INC..

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H09000107895
Letter Number: 109A00014618

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

4/29

**ARTICLES OF INCORPORATION
OF
H.B. U.S. HOLDINGS, INC.**

FILED
2009 APR 29 P 1:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Duration

The name of the corporation formed pursuant to the filing of these Articles of Incorporation (the "**Corporation**") is "H.B. U.S. Holdings, Inc." The duration of the Corporation shall be perpetual, unless earlier dissolved in accordance with the Bylaws of the Corporation. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State of the State of Florida.

ARTICLE II
Principal Office

The address of the initial principal office of the Corporation is c/o Jeremy S. Sloane, Esq., Akerman Senterfitt, 420 S. Orange Avenue, Suite 1200, Orlando, Florida 32828. The location of the principal office of the Corporation may be changed from time to time by the Board of Directors of the Corporation in accordance with the Bylaws.

ARTICLE III
Registered Office and Agent

The address of the initial registered office of the Company in the State of Florida is 515 East Park Avenue, Tallahassee, Florida 32301. The name of the registered agent at such address is CorpDirect Agents, Inc. The location of the registered office and identity of the registered agent of the Corporation may be changed from time to time by the Board of Directors of the Corporation.

ARTICLE IV
Capital Stock

1. **Number and Class of Shares Authorized; Par Value.** The Corporation is authorized to issue Ten Thousand (10,000) shares, consisting of a single class of voting common stock having a par value of \$0.01 per share (the "**Common Stock**"). Additional shares or classes of stock may be authorized from time to time only pursuant to an amendment of these Articles of Incorporation, which amendment has been approved by the Shareholders of the Corporation in accordance with the Bylaws of the Corporation.

2. **Voting Rights.** The holders of the Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such Common Stock shall be entitled to one vote for each share of Common Stock held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

3. **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation

may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

ARTICLE V
Manner of Election of Board of Directors

The method of election of directors shall be as stated in the Bylaws. The number of Directors shall be not less than one (1). The members of the initial Board of Directors shall be elected in accordance with the Bylaws.

ARTICLE VI
Bylaws

The power to adopt, alter, amend or repeal the Bylaws of the Corporation shall be vested in the shareholders of the Corporation.

ARTICLE VII
Indemnification

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

ARTICLE VIII
Amendment

The shareholders of the Corporation shall have the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto.

ARTICLE IX
Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
Jeremy S. Sloane, Esq.	Akerman Senterfitt 420 S. Orange Avenue, Suite 1200 Orlando, FL 32828

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED this 29th day of April, 2009.



Jeremy S. Sloane, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 608.415 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.

1. The name of the company is: H.B. U.S. HOLDINGS, INC.

The address of the company is: c/o Jeremy S. Sloane, Esq.
Akerman Senterfitt
420 S. Orange Avenue, Suite 1200
Orlando, FL 32828

The name and address of the registered agent and office is:

CorpDirect Agents, Inc.
(Name)

515 East Park Avenue
(P. O. Box not acceptable)

Tallahassee, Florida 32301
(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated limited liability company 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.

Katie Wonsch, Asst. Sec.
(Signature)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FLORIDA 32314