

P09000046542

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

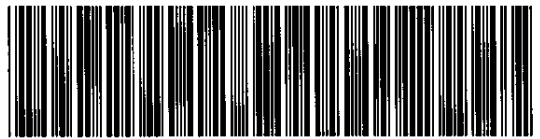
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200156372652

05/26/09--01030--013 **78.75

FILED
09 MAY 26 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EP 5/28/09

COVER LETTER

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

SUBJECT: Barbara Walters & Associates
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Marketing and Promotion, Inc

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:

Barbara Walters

Name (Printed or typed)

PO Box 145112

Address

Coral Gables, FL 33114

City, State & Zip

786-287-7027

Daytime Telephone number

bwalters1701@yahoo.com

E-mail address: (to be used for future annual report notification)

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

**ARTICLES OF INCORPORATION
OF
BARBARA WALTERS & ASSOCIATES, MARKETING AND PROMOTION, INC. Inc.**

I, the undersigned, hereby execute and acknowledge these Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND ADDRESS OF CORPORATION**

The name and address of this Corporation shall be:

Barbara Walters & Associates,
Marketing and Promotion, Inc.
640 N.E. 72nd Terrace
Miami, F33138

Effective Date: May 20, 2009

FILED
09 MAY 26 PM 1:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE II
DURATION OF CORPORATION**

The duration of the Corporation shall be perpetual.

**ARTICLE III
PURPOSE**

The Corporation may engage in any activity or business permitted under the Laws of the United States of America and/or the State of Florida, as well as the laws of any foreign nation.

**ARTICLE IV
AUTHORIZED CAPITAL**

The aggregate number of shares which the Corporation is authorized to issue is 1,000.. Such shares shall be Common Stock of a single class and shall have a \$1.00 par value.

**ARTICLE V
RIGHTS OF TRANSFERABILITY**

The Stockholders of this Corporation shall have preemptive rights to acquire unissued or treasury shares of the Corporation, or securities of the Corporation convertible into or carrying a right to subscribe to, or acquire shares, or to acquire shares issued, outstanding or sold by any Stockholder.

**ARTICLE VI
REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The Registered Agent and the street address of the Initial Registered Office of this Corporation in the State of Florida shall be:

Barbara S. Walters, 640 N.E. 72nd Terrace, Miami, Florida 33138

The Corporation retains the power of moving its office to any other address in Florida, as may from time to time be determined and authorized by its Board of Directors, with Branch Offices in such other cities, or countries, as may from time to time be authorized by its Board of Directors.

ARTICLE VII DIRECTORS

The number of Directors may be altered from time to time by By-laws adopted by the Shareholders. However, the Corporation shall have no less than two (2) Directors at any time. The name and address of each person who is to serve as a member of the Initial Board of Directors is:

Barbara S. Walters, P.O. Box 145112, Coral Gables, Florida 33114 – President/Treasurer
Wendy M. Sejour, 1459 S.E. 22nd Lane, Homestead, Florida 33035 -

The members of the First Board of Directors shall hold office for the first year of existence of this Corporation and/or until his or her successor is elected and qualified or appointed, or until his or her earlier resignation, removal from office, or death, whichever occurs first.

ARTICLE VIII INCORPORATION

The name and address of each incorporator to these Articles of Incorporation is:

Barbara S. Walters, P.O. Box 145112, Coral Gables, Florida 33114

ARTICLE IX AMENDMENT OF BY-LAWS

The By-Laws of this Corporation may be created, amended, changed or replaced by either the Stockholders or the Directors of the Corporation at any duly scheduled Special Meeting called for that purpose.

ARTICLE X AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholder's Meeting by at least a majority of the stock entitled to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

ARTICLE XI INFORMAL ACT OF DIRECTORS

If all Directors severally or collectively consent, in writing, to any action taken or to be taken by the Corporation, and the writing evidencing their consent is filed with the Secretary of the Corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

FILED
09 MAY 26 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 5/20/09

ARTICLE XII MEETING

The Corporation may hold its meetings of Stockholders and/or Directors, either within or without the State of Florida.

ARTICLE XIII STOCKHOLDERS' AGREEMENT

When ant written agreement is made between Stockholders of the Corporation which involves the interests of the Corporation, such agreement shall be binding upon the Corporation provided a copy of the same shall be filed with the Corporation Minutes. Thereafter, said agreement shall be recognized and observed by the Officers, Directors, and Agents of the Corporation.

Agreements between the Stockholders shall continue binding upon the Corporation until there is filed with the President and Secretary of the Corporation, a written instrument, signed by the persons who originally created such Stockholders' agreement (or their successors in ownership, providing such succession shall have been accomplished in accordance with the terms of the Stockholders' agreement) consenting to the revocation and cancellation of the agreements among the Stockholders.

ARTICLE XIV INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil or criminal, administrative on investigative, by reason of the fact that he or she is a Director, Officer, employee, or Agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, Employee, or Agent of another Corporation, Partnership, Joint Venture, trust, or other enterprise, against expenses (including attorneys' fees and costs), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action, or proceeding, if he or she had no reasonable cause to believe his or her conduct was unlawful.

Any indemnification hereunder shall be made only on a determination by a majority of disinterested Directors (subject to approval by a majority of Stockholders) that the indemnification is proper in the particular circumstances.

Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere, or its equivalent shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the Corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the Director, Officer, Employee, or Agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the Director, Officer, Employee, or Agent, to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this section.

The Corporation shall also indemnify any Director, Officer, Employee, or Agent, who has been successful on the merits or otherwise, in defense of any action, suit, proceeding, or in

09 MAY 26 PM 1:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

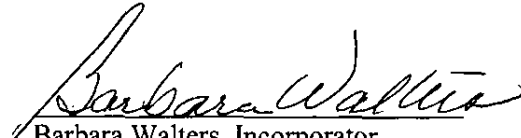
EFFECTIVE DATE 5/20/09

defense of any claim, issue, or matter of therein, against all expenses, including attorneys' fees and costs, actually and reasonably incurred by him or her in connection therewith, without the necessity of an independent determination that such Director, Officer, Employee, or Agent, met any appropriate standard of conduct.

The indemnification provided for herein shall continue as to any person who has ceased to be a Director, Officer, Employee, or Agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

In addition to the indemnification provided for herein, the Corporation shall have power to make any other or further indemnification, except as indemnification against gross negligence or willful misconduct, under Resolution or Agreement duly adopted by a majority of Stockholders.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 22 day of May, 2009.

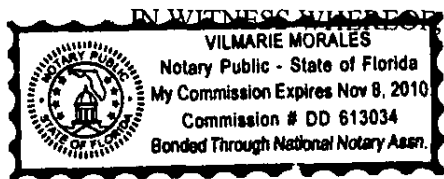

Barbara Walters, Incorporator


STATE OF FLORIDA)

SS

COUNTY OF MIAMI-DADE)

BEFORE ME, the undersigned authority, personally appeared Barbara Walters, who being first duly sworn, deposes and says: that she is the person named in the foregoing and that she has read the same, knows the contents thereof and that the same are true.




NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: 11/8/10

EFFECTIVE DATE

5/20/09

FILED
09 MAY 26 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DESIGNATION OF REGISTERED AGENT

In compliance with Section 48.091, FLORIDA STATUTES, the following is submitted:

That **BARBARA WALTERS & ASSOCIATES, MARKETING AND PROMOTION, INC.**, desiring to organize under the Laws of the State of Florida, with its principal offices as indicated in the ARTICLES OF INCORPORATION, Miami, County of Miami-Dade, State of Florida, has named: Barbara S. Walters, 640 N.E. 72nd Terrace, Miami, Florida 33138 as its registered Agent to accept Service of Process within this State.


Barbara S. Walters
Barbara S. Walters, Incorporator

TITLE: President

DATE: May 22, 2009

ACKNOWLEDGMENT

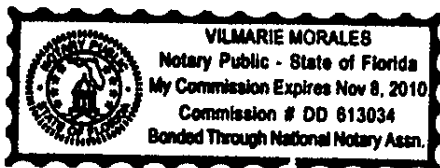
Having been made to accept Service of Process for the above named Corporation at the place designated in this Certificate, the undersigned agrees to act in this capacity and agrees to comply with the provisions of Florida Law relative to keeping the designated office open.



Barbara S. Walters, Registered Agent

STATE OF FLORIDA)
COUNTY OF MIAMI-DADE) SS

BEFORE ME, the undersigned authority, personally appeared Barbara S. Walters, who being first duly sworn, deposes and says: that she is the person named in the foregoing and that she has read the same, knows the contents thereof and that the same are true.

IN WITNESS WHEREOF, I have set my hand and seal, this 22 day of May, 2009.




NOTARY PUBLIC
STATE OF FLORIDA

My Commission Expires: 11/8/10

EFFECTIVE DATE 5/20/04

09 MAY 26 PM 1:57
STORE FRONT OFF STATE
TALLAHASSEE, FLORIDA

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26
27
28
29
30
31
32
33
34
35
36
37
38
39
40
41
42
43
44
45
46
47
48
49
50
51
52
53
54
55
56
57
58
59
60
61
62
63
64
65
66
67
68
69
70
71
72
73
74
75
76
77
78
79
80
81
82
83
84
85
86
87
88
89
90
91
92
93
94
95
96
97
98
99
100
101
102
103
104
105
106
107
108
109
110
111
112
113
114
115
116
117
118
119
120
121
122
123
124
125
126
127
128
129
130
131
132
133
134
135
136
137
138
139
140
141
142
143
144
145
146
147
148
149
150
151
152
153
154
155
156
157
158
159
160
161
162
163
164
165
166
167
168
169
170
171
172
173
174
175
176
177
178
179
180
181
182
183
184
185
186
187
188
189
190
191
192
193
194
195
196
197
198
199
200
201
202
203
204
205
206
207
208
209
210
211
212
213
214
215
216
217
218
219
220
221
222
223
224
225
226
227
228
229
230
231
232
233
234
235
236
237
238
239
240
241
242
243
244
245
246
247
248
249
250
251
252
253
254
255
256
257
258
259
260
261
262
263
264
265
266
267
268
269
270
271
272
273
274
275
276
277
278
279
280
281
282
283
284
285
286
287
288
289
290
291
292
293
294
295
296
297
298
299
300
301
302
303
304
305
306
307
308
309
310
311
312
313
314
315
316
317
318
319
320
321
322
323
324
325
326
327
328
329
330
331
332
333
334
335
336
337
338
339
340
341
342
343
344
345
346
347
348
349
350
351
352
353
354
355
356
357
358
359
360
361
362
363
364
365
366
367
368
369
370
371
372
373
374
375
376
377
378
379
380
381
382
383
384
385
386
387
388
389
390
391
392
393
394
395
396
397
398
399
400
401
402
403
404
405
406
407
408
409
410
411
412
413
414
415
416
417
418
419
420
421
422
423
424
425
426
427
428
429
430
431
432
433
434
435
436
437
438
439
440
441
442
443
444
445
446
447
448
449
450
451
452
453
454
455
456
457
458
459
460
461
462
463
464
465
466
467
468
469
470
471
472
473
474
475
476
477
478
479
480
481
482
483
484
485
486
487
488
489
490
491
492
493
494
495
496
497
498
499
500
501
502
503
504
505
506
507
508
509
510
511
512
513
514
515
516
517
518
519
520
521
522
523
524
525
526
527
528
529
530
531
532
533
534
535
536
537
538
539
540
541
542
543
544
545
546
547
548
549
550
551
552
553
554
555
556
557
558
559
560
561
562
563
564
565
566
567
568
569
570
571
572
573
574
575
576
577
578
579
580
581
582
583
584
585
586
587
588
589
590
591
592
593
594
595
596
597
598
599
600
601
602
603
604
605
606
607
608
609
610
611
612
613
614
615
616
617
618
619
620
621
622
623
624
625
626
627
628
629
630
631
632
633
634
635
636
637
638
639
640
641
642
643
644
645
646
647
648
649
650
651
652
653
654
655
656
657
658
659
660
661
662
663
664
665
666
667
668
669
670
671
672
673
674
675
676
677
678
679
680
681
682
683
684
685
686
687
688
689
690
691
692
693
694
695
696
697
698
699
700
701
702
703
704
705
706
707
708
709
710
711
712
713
714
715
716
717
718
719
720
721
722
723
724
725
726
727
728
729
730
731
732
733
734
735
736
737
738
739
740
741
742
743
744
745
746
747
748
749
750
751
752
753
754
755
756
757
758
759
760
761
762
763
764
765
766
767
768
769
770
771
772
773
774
775
776
777
778
779
780
781
782
783
784
785
786
787
788
789
790
791
792
793
794
795
796
797
798
799
800
801
802
803
804
805
806
807
808
809
810
811
812
813
814
815
816
817
818
819
820
821
822
823
824
825
826
827
828
829
830
831
832
833
834
835
836
837
838
839
840
84