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W09-38310

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2009 SEP 11 PM 4:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch SEP 14 2009

**LETTER OF TRANSMITTAL**

Date: August 19, 2009

Florida Department of State  
Division of Corporations  
**Atten: New Filing Section**  
P.O. Box 6327  
Tallahassee, FL 32314-6327

**SUBJECT:**            ARTICLES OF INCORPORATION OF  
MIGFO INTERNATIONAL, INC.

**ATTENTION:**      NEW FILING SECTION

Enclosed, please find an original and one copy of the articles of incorporation of Migfo International, Inc., and a Designation and Acceptance of Registered Agent for a Florida Corporation. The name and street address of the incorporator and registered agent is as follows:


STEPHEN O. ANYADIKE  
529 Washington Palm Loop  
Davenport, Florida 33897

Also, enclosed herewith, please find the amount of \$87.50 for the Filing Fee, Registered Agent Designation, Certified Copy and Certificate of Status. Further, please direct all requests for additional information, responses, documents, certificates and copy of the filing and any other writings related to the subject corporation to the attention of the undersigned attorney at the address shown below, or Tel-Fax: (352) 243-1695/Direct: (407) 758-5809.

Very truly yours,

Shannon K. Baruch, P.A.  
Post Office Box 1485  
Orlando, FL 32802-1485  
Tel-Fax: (352) 243-1695  
Direct: (407) 758-5809  
e-mail: baruchlaw@embarqmail.com

By: \_\_\_\_\_

  
Shannon K. Baruch, Esquire  
Attorney for Migfo International, Inc.



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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09 SEP 11 AM 11:37

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

August 25, 2009

SHANNON K BARUCH, PA  
PO BOX 1485  
ORLANDO, FL 32802-1485

SUBJECT: MIGFO INTERNATIONAL, INC.  
Ref. Number: W09000038310

We have received your document for MIGFO INTERNATIONAL, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

Letter Number: 109A00028661

FILED

2009 SEP 11 PM 4:38

**ARTICLES OF INCORPORATION  
OF  
MIGFO INTERNATIONAL, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, being of legal age, does hereby form the following Corporation under the Florida Business Corporation Act and file the following Articles of Incorporation pursuant to Section 607.0202, Florida Statutes:

**ARTICLE I**

**NAME AND MAILING ADDRESS**

The name and mailing address of the Corporation shall be **MIGFO INTERNATIONAL, INC., 449 Bloomingdale Drive, Davenport, Florida 33897**, as approved by the Board of Directors.

**ARTICLE II**

**NATURE OF BUSINESS**

The general nature of the business to be transacted by the Corporation and its objects and power shall be as follows:

***"To engage in real estate investment and all activities or business for which the Corporation may be incorporated under the Florida Business Corporation Act and/or permitted under the Laws of the United States and of the State of Florida."***

**ARTICLE III**

**CAPITAL STOCK**

1. The maximum number of shares of authorized capital stock of this Corporation shall be Fifty Thousand (100,000) shares of common stock with par value of one dollar (\$0.00).
2. All common shares shall be identical with each other in every respect and the Holder thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

3. The capital stock may be paid for in property, labor, services or cash at a just valuation to be fixed by the Board of Directors. All of the stock shall be fully paid and non-assessable.

#### **ARTICLE IV**

#### **PREEMPTIVE RIGHTS**

Each shareholder of common stocks to this Corporation shall be entitled to full preemptive rights to purchase, with any form of valuable consideration, any issued or unissued or treasury shares of the Corporation and any securities of the Corporation and any securities of the Corporation convertible into, or carrying a right to subscribe for, or acquire any unissued treasury shares.

#### **ARTICLE V**

#### **CLASS OF STOCK**

The Corporation will issue any class of common stock. Each holder of common stock shall have the right to vote.

#### **ARTICLE VI**

#### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this Corporation is 449 Bloomingdale Drive, Davenport, Florida 33897, and the name and address of the Registered Agent of this Corporation is STEPHEN O. ANYADIKE, 529 Washington Palm Loop, Davenport, Florida 33897.

#### **ARTICLE VII**

#### **TERM OF EXISTENCE**

The term of the existence of the Corporation is perpetual.

#### **ARTICLE VIII**

#### **CORPORATE ADDRESS**

The principal office of the Corporation shall be located at is 449 Bloomingdale Drive, Davenport, Florida 33897. The Corporation may have such other places of business in the

State of Florida as the nature and progress of the business of the Corporation shall, from time to time, render necessary and/or desirable. The Board of directors may, from time to time, move the principal office to any new address or place in the State of Florida. Said Corporation shall have the power to conduct its business outside the State of Florida, or in any or all of the several States and Territories of the United States, including the District of Columbia, and in any or all foreign countries and may have one or more offices in any of said places.

## **ARTICLE IX**

### **DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one person and the first Board of Directors of the Corporation shall be comprised of the following named person:

MIKE NWAUKONI  
449 Bloomingdale Drive  
Davenport, Florida 33897

GLADYS NWAUKONI  
449 Bloomingdale Drive  
Davenport, Florida 33897

MACPHERSON NWAUKONI  
449 Bloomingdale Drive  
Davenport, Florida 33897

KENNETH OGOM NWAUKONI  
449 Bloomingdale Drive  
Davenport, Florida 33897

## **ARTICLE X**

### **SUBSCRIBERS**

The name and street address and the number of shares subscribed to by the subscribers hereto, who are also members of the first Board of Directors and who are to conduct the business of the Corporation until those elected at the organizational meeting, are:

MIKE NWAUKONI  
449 Bloomingdale Drive  
Davenport, Florida 33897

55,000 Shares

GLADYS NWAUKONI  
449 Bloomingdale Drive  
Davenport, Florida 33897

30,000 Shares

MACPHERSON NWAUKONI                      5,000 Shares  
449 Bloomingdale Drive  
Davenport, Florida 33897

KENNETH OGOM NWAUKONI                      5,000 Shares  
449 Bloomingdale Drive  
Davenport, Florida 33897

## **ARTICLE XI**

### **RESTRICTION ON TRANSFER OF SHARES AND OTHER SECURITIES**

In the issuance of the shares of the common stocks of this Corporation, a restriction shall be imposed on the transfer, or registration of transfer, of shares and shall be validated and enforced against the holder, or a transferee of the holder, pursuant to Section 607.0627, Florida Statutes, and its existence shall be noted conspicuously on the front or back of the certificate, or contained in the information statement required by Section 607.0626(2), Florida Statutes. The restriction on the transfer, or registration of transfer, of shares shall be authorized to maintain the corporation's status which is dependent on the identity of its shareholders. The restriction imposed on the transfer, or registration of transfer, of shares shall (a) obligate the shareholder(s) first to offer the corporation (separately, consecutively or simultaneously) an opportunity to acquire the restricted shares; (b) obligate the corporation (separately, consecutively or simultaneously) to acquire the restricted shares; (c) require the corporation, or the principal holders of any class of its shares, to approve the transfer of the restricted shares; and (d) prohibit the transfer of the restricted shares to designated persons or classes of persons.

For purposes of these Articles of Incorporation, "shares" shall include a security convertible into, or carrying a right to subscribe for, or acquire shares.

## **ARTICLE XII**

### **OFFICERS**

The officers of the Corporation need not be a resident of the State or shareholders, unless the Bylaws so require. An individual may hold more than one position if he or she is a

shareholder in the Corporation and the officers are as follows:

President	MIKE NWAUKONI
Vice President	GLADYS NWAUKONI
Secretary	GLADYS NWAUKONI
Treasurer	MIKE NWAUKONI

### **ARTICLE XIII**

#### **BYLAWS**

The Board of Directors shall adopt Bylaws at the first organizational meeting. The proposed Bylaws shall be approved by two thirds vote of the total Board of Directors before becoming the law of the Corporation.

### **ARTICLE XIV**

#### **INCORPORATOR**

The name and street address of the incorporator(s) of these Articles of Incorporation is:

STEPHEN O. ANYADIKE  
529 Washington Palm Loop  
Davenport, Florida 33897

The Corporation hereby reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporator/Subscribing Stockholder has hereunto set his hand and seal and caused these Articles of Incorporation to be executed this 19th of August, 2009.

 (SEAL)  
STEPHEN O. ANYADIKE  
Incorporator/Subscribing Shareholder



**CERTIFICATE OF DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF F.S. 607.0501, 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 corporation is:

**MIGFO INTERNATIONAL, INC.**

2. The name and street address of the registered agent and office is:

**STEPHEN O. ANYADIKE  
529 Washington Palm Loop  
Davenport, Florida 33897**

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.

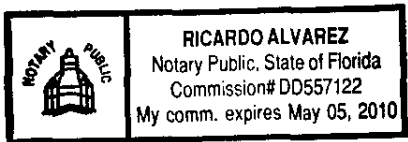
  
**STEPHEN O. ANYADIKE**


8-19-09  
**DATE**

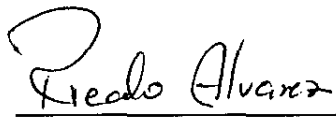
STATE OF FLORIDA     )  
                    LAKE     )  
COUNTY OF POLK By     )

BEFORE ME, the undersigned authority, this day personally appeared STEPHEN O. ANYADIKE, to me well known, or who produced identification: FL DL  
AS32794594280,  
to be the person who executed the foregoing Articles of Incorporation, and acknowledged to and before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal of office, this 19th day of August, 2009.



  
\_\_\_\_\_  
Signature and Seal of Notary Public  
Administering the Oath

  
\_\_\_\_\_  
Name of Notary Public, State of Florida

FILED  
2009 SEP 11 PM 4:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA