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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

11-10-09
60-01-11
209

COVER LETTER

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

SUBJECT: Web Merchant Solutions, 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: Scott A. Nigels
Name (Printed or typed)

7542 Salamander Dr
Address

New Port Richey, FL 34655
City, State & Zip

(727) 372-0212
Daytime Telephone number

WebMerchantSolutions@tampabay.rr.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
WEB MERCHANT SOLUTIONS, INC.**

FILED
2009 NOV -9 P 3:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SCOTT A. NIGELS, the undersigned incorporator, hereby makes, subscribes and acknowledges and files with the Secretary of State of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

NAME

The name of this corporation shall be: WEB MERCHANT SOLUTIONS, INC.

ARTICLE II

PRINCIPAL OFFICE

7542 Salamander Dr
New Port Richey, FL 34655-4039

ARTICLE III

PURPOSE

The general nature of the business or businesses to be conducted by this corporation, together with and in addition to those powers conferred by the laws of the State of Florida upon corporations organized under and by virtue of the laws of Florida, shall be as follows:

1. To own and operate a business specializing in Internet commerce.

2. To buy, sell, option, deal in, lease, hold or improve real estate and the fixtures and personal property incident thereto and connected therewith, and with that end in view, to acquire by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein and to improve the property of the corporation, and to sell, lease, mortgage, rent, pledge, or otherwise dispose of the lands, tenements, hereditaments or other property or the corporation.

3. To buy, sell, discount and rediscount notes, drafts, bills of exchange, stocks, bonds, securities and choices of action of all kinds, both as principal and as agent; to also buy and sell liens on real and personal property, and to lend money and accept as security therefore liens or pledges of real and personal property; to also act as agent or trustee of persons and corporations in any and all other matters which can be solicited, negotiated, operated and carried on by an agent.

4. To purchase and sell for itself personal property, stocks, bonds, warrants, and notes and to negotiate loans thereon; to acquire, enjoy, purchase, hold, sell and transfer the shares of stock of any corporation incorporated under the laws of the State of Florida or any other state of the United States or qualified to do business in any other state of the United States, or subsequently belonging to the United Nations or qualified to do business in any such nation. To purchase, hold, sell, and transfer shares of its own capital stock provided this corporation shall not purchase its own shares of stock except from the surplus of its assets over its liabilities, including capital; and provided further that shares of its own capital stock owned by the corporation shall not be voted upon directly or indirectly nor counted as outstanding for the purpose of any stockholders' quorum or vote.

5. To act as fiscal agent for others, to lend money on notes, bonds, mortgages and commercial securities of all kinds, and while the owner of stock in a corporation, to exercise all the rights of a stockholder therein, to borrow money and secure the payment of same by notes, bonds, drafts or other evidence of indebtedness; to endorse and guarantee the payment of notes and mortgages, and all kinds of indebtedness, and to pledge and mortgage any or all of its real estate and personal property for the payment of its own debts or for the debts of other guaranteed by it.

6. To borrow money and contract debts necessary for the transaction of its corporate rights, privileges or franchises, or for any other lawful purpose of its incorporators; to issue bonds, promissory notes, bills of exchange, debentures or other obligations and evidences of indebtedness payable at a specific time or times, or payable upon the happening of a specified event or events, whether secured by mortgage, pledge or other otherwise or unsecured, for money borrowed or in payment of property purchased or acquired or any other lawful objects.

7. To acquire, enjoy, utilize and dispose of patents, copyrights, trademarks and licenses or other rights or interests therein and thereunder and to manufacture, sell and distribute at wholesale or retail all such articles covered by any such patents, copyrights or trademarks.

8. To apply and qualify to carry on the general nature of business or businesses as authorized by this corporate charter and/or any amendments thereto in any state of the United States of America.

9. To do all and everything necessary and proper for the accomplishment of the objects enumerated in its Articles of Incorporation, or any amendment thereof, or

necessary or incidental to the protection or benefit of the corporation; and in addition to the specific powers herein enumerated, have any and all rights, powers and privileges which are, can be or may be granted to corporations incorporated under the laws of the State of Florida, and in that connection to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth in the Articles of Incorporation or any amendment thereof.

ARTICLE IV

SHARES

The capital stock of the corporation shall be divided into 1,000 shares of common stock with a par value of \$1.00 per share; and each share shall entitle the holder thereof to vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, with property or in labor or services, at the valuation to be fixed by the incorporator or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

ARTICLE V

INITIAL DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall be never less than one (1). The names and addresses of the initial directors of this corporation are:

Michael B. Nigels, 2442 Anthony Ave, Clearwater, FL 33759

Scott A. Nigels, 7542 Salamander Dr, New Port Richey, FL 34655-4039

A quorum for the transaction of business shall be a majority of the directors qualified and acting, and the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the directors. The directors may make or amend the By-laws; the meeting of directors may be held within or without the State of Florida. A person shall not have to be a stockholder in order to qualify as a director.

ARTICLE VI

REGISTERED AGENT

The street address of the initial principal office of the corporation is 7542 Salamander Dr, New Port Richey, Florida, 34655-4039, and the name of the initial Registered Agent of the corporation and his address is Scott A. Nigels, 7542 Salamander Dr, New Port Richey, Florida, 34655-4039.

ARTICLE VII

INCORPORATOR

The name and address of the incorporator is:

Scott A. Nigels
7542 Salamander Dr
New Port Richey, FL 34655-4039

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


SCOTT A. NIGELS, Registered Agent

11/4/2009
Date

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the existing laws of the State of Florida.

Scott Nigels
SCOTT A. NIGELS, Incorporator

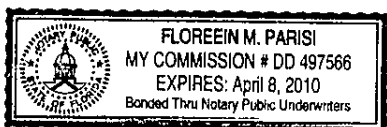
11/4/2009
Date

STATE OF FLORIDA)
COUNTY OF PASCO)

I HEREBY CERTIFY that before me, the undersigned officer, personally appeared SCOTT A. NIGELS, who produced FIDELITYS HSC as identification, and who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed, and he did not take an oath.

WITNESS my hand and official seal this 4th day of November, 2009.

My Commission Expires: Apr. 18, 2010



Floreen M. Parisi
Notary Public