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## ARTICLES OF INCORPORATION 19 PM 4: 49

SECRETARY OF STATE TALLAHASSEE FLORIDA

**OF** 

# BAF International, Inc.

#### ARTICLE I

**NAME** 

The name of this corporation is.

BAF International, Inc.

**ARTICLE II** 

**EFFECTIVE DATE** 

The date of commencement of the corporation existence shall be the date of the filing of these Articles with the Secretary of State

**ARTICLE III** 

**ADDRESS** 

The address of the principal office of the corporation is

295 Bar B Ranch Rd. South St. Augustine, FL. 32092

**ARTICLE IV** 

**PURPOSE** 

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

#### ARTICLE V

#### CAPITAL STOCK

This corporation is authorized to issue 10,000 shares at no par value.

#### ARTICLE VI

#### PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind of series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. The right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE VII

#### INITIAL REGISTERED OFFICE AND AGENT

The name of the initial registered agent of this corporation is Rudine Feldman whose address is

295 Bar B Ranch Rd. South
St. Augustine. FL. 32092

#### **ARTICLE VIII**

#### **INCORPORATORS**

The name and address of the person signing these articles is:

NAME:

ADDRESS:

Rudine Feldman

295 Bar B Ranch Rd. South St. Augustine, FL. 32092

#### ARTICLE IX

#### INITIAL BOARD OF DIRECTORS

The initial board of directors shall consist of 2 directors. The names and addresses of the initial directors of this corporation are:

**NAME** 

ADDRESS

Rudine Feldman

295 Bar B Ranch Rd. South

St. Augustine, FL. 32092

Bernard Feldman

295 Bar B Ranch Rd. South St. Augustine, FL. 32092

#### ARTICLE X

#### LIMITATION OF LIABILITY

Each director, shareholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding

brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### ARTICLE XI

#### SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

#### **ARTICLE XII**

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#### **AMENDMENT**

This corporation 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 shareholders is subject to this reservation.

Dated this \_\_\_\_\_ day of January, 2010

STATE OF FLORIDA, COUNTY OF ()

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared **Rudine Feldman**, who is personally known to me or have produced a driver's license as identification and who are known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed these Articles of Incorporation.

Dated this 14 day of January, 2010 Denote Mouth Notate

DEIDRE L. KNOTT

MY COMMISSION # DD 704462

EXPIRES: August 22, 2011

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida statutes, the following is submitted in compliance with said Act:

That BAF International, Inc., desiring to incorporate under the laws of the State of Florida, with its principal office located at 295 Bar B Ranch Rd. South St. Augustine, FL. 32092

has named Rudine Feldman **whose address is** 295 Bar B Ranch Rd. South St. Augustine, FL. 32092

as its agent to accept service of process within this State.

### Acknowledgement

Having been named to accept service of process for the above stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping said office open.

CABLANT OF STATE

ANASSEE: FLORIDA

PAROUT