

P10000057376

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☐ PICK-UP

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(Business Entity Name)

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Special Instructions to Filing Officer:

Per Gary on 7/4. OK
to correct address in cert
2.

Office Use Only



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06/25/10--01019--007 **78.75

FILED
10 JUL 12 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W1-30726

B McKnight JUL 14 2010

COVER LETTER

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

SUBJECT: King's Publishing, 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:

Gary Dolphus, Sr.
Name (Printed or typed)

7881 Pebble Beach Ct.
Address

Lake Worth, FL 33467
City, State & Zip

561-282-8590
Daytime Telephone number

pastorsanp@aol.com
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 28, 2010

GARY DOLPHUS, SR.
7881 PEBBLE BEACH CT
LAKE WORTH, FL 33467

SUBJECT: KING'S PUBLISHING, INC.
Ref. Number: W10000030726

We have received your document for KING'S PUBLISHING, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The Florida Statutes require an entity to designate a street address for its principal office address. A post office box is not acceptable for the principal office address. The entity may, however, designate a separate mailing address. The mailing address may be a post office box.

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 245-6931.

Becky McKnight
Regulatory Specialist II
New Filing Section

Letter Number: 410A00015809

**ARTICLES OF INCORPORATION
OF
KING'S PUBLISHING, INC.**

THE UNDERSIGNED, being a natural of full age, for purposes of forming a corporation under Chapter 606 of the Laws of the State of Florida, the Florida Business Corporation Act as amended, does hereby adopt the following Articles of Incorporation:

**ARTICLE 1.
NAME**

1.1. The name of this Corporation shall be: King's Publishing, Inc.

**ARTICLE 2.
REGISTERED OFFICE AND AGENT**

2.1. The location of the registered office of this Corporation in this State shall be: 7881 Pebble Beach Court, Lake Worth, Florida 33467. The name of the registered agent of this corporation at this address is Patricia Dolphus.

The principal address is the same as the registered office address.

**ARTICLE 3.
CAPITAL SHARES**

3.1. Authorized Shares. The aggregate number of capital shares which this Corporation shall have the authority to issue is One Million (1,000,000).

3.2. Par Value. Except for any class or series of common or preferred shares that may be established from time to time by resolution of the Board of Directors pursuant to ARTICLES 3.3 or 3.4 hereof, each capital share of this Corporation shall be a voting Common Share and shall have no par value.

3.3. Classes and Rights. The Board of Directors may, from time to time, establish by resolution different classes or series of common or preferred shares and may fix the rights and preferences of such shares in any class or series.

3.4. Issuance of Shares to Different Classes. The Board of Directors shall have the authority to issue shares of a class or series to holders of shares of another class or series to effectuate share dividends, splits, or conversion of its outstanding shares.

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CLERK OF THE CIRCUIT COURT
TALLAHASSEE, FLORIDA

ARTICLE 4.
RIGHTS OF SHAREHOLDERS

4.1. Preemptive Rights. No holder of shares of this Corporation shall have preemptive rights to subscribe for or purchase his proportionate share of any shares of this Corporation now or hereafter authorized or issued.

4.2. Voting Rights. At each meeting of the shareholders and with respect to any matter upon which the shareholders shall have a right to vote, each holder of record of shares of this Corporation shall be entitled to one (1) vote for each share so held. No shareholder shall have the right to cumulate his votes for the election of directors or for any purpose whatsoever.

4.3. Required Vote. The shareholders shall take action by a unanimous action in writing or by the affirmative vote of the holders of a majority of the voting power of the voting shares present at a duly convened meeting of shareholders where a quorum is present, except where a larger proportion is required by law, these Articles, or a shareholder control agreement.

ARTICLE 5.
INCORPORATOR

The name and address of the incorporator of this Corporation is Gary Dolphus, 7881 Pebble Beach Court, Lake Worth, Florida 33467.

ARTICLE 6.
DIRECTORS

6.1. Number and Term. The management of this Corporation shall be vested in a Board of Directors. The number of directors shall be fixed by the Bylaws and may be altered by amending the Bylaws but shall never be less than required by law. The term of office of each of the directors shall be fixed by the Bylaws.

6.2. Written Action. An action required or permitted to be taken by the Board of Directors of this Corporation may be taken by written action signed by that number of directors that would be required to take the same action at a meeting of the Board at which all directors are present, except as to those matters requiring shareholder approval, in which case the written action must be signed by all members of the Board of Directors then in office.

ARTICLE 7.
BYLAWS

7.1. The Board of Directors is expressly authorized to make and alter the Bylaws of this Corporation, subject to the power of the shareholders to change or repeal such Bylaws and subject to any other limitations on such authority provided by law.

ARTICLE 8.
MISCELLANEOUS

8.1. Interested Directors. In the absence of fraud, no contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; and, in the absence of fraud, any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation; provided, in any case, that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or officer of any such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract, act or transaction and may vote thereat to authorize any such contract, act or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

8.2. Indemnification of Directors. Officers. Employees and Agents. Directors, officers, employees and agents of this Corporation shall be indemnified to the maximum extent permitted by the Florida Business Corporation Act, for expenses and liabilities arising by reason of their position with, or by acts in such capacities on behalf of, the Corporation or another corporation which they may serve at the request of the Corporation.

8.3. Limitation of Director Liability. A Director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except for liability (a) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law, (c) for any transaction from which the Director derived an improper personal benefit, or (d) for any act or omission occurring prior to the date when this Article becomes effective. If the Florida Business Corporation Act is amended or construed to authorize the elimination or limitation of the liability of a Director for acts or omissions in addition to those for which the Director is not personally liable as set forth in the preceding sentence, then the Director's liability shall be so eliminated or limited to the fullest extent permitted by the amended or construed Florida Business Corporation Act. No amendment to or repeal of this

Article 8 shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal.

ARTICLE 9.

MERGER, CONSOLIDATION AND SALE OF ASSETS

9.1. With Board Approval. When and if the Board of Directors of the Corporation recommends any merger, consolidation, sale of assets, tender offer, or any other plan which constitutes a reorganization as defined by Section 368(a)(1) of the Internal Revenue Code, as now in effect or as hereafter amended, to the shareholders with the affirmative vote of at least two-thirds of the members of the Board of Directors, the transaction may be authorized by the affirmative vote of the holders of record of shares entitling them to exercise at least fifty-one percent (51%) of the total voting power of all shareholders authorized under these Articles of Incorporation to vote.

9.2. Without Board Approval. When and if any merger, consolidation, sale of assets, tender offer, or any other plan which constitutes a reorganization as defined by Section 368(a) (1) of the Internal Revenue Code, as now in effect or as hereafter amended, is proposed without the affirmative vote of at least two-thirds of the members of the Board of Directors, the proposal shall be authorized only if approved by the affirmative vote of the holders of record of shares entitling them to exercise at least sixty-six and two-thirds percent (66-2/3%) of the total voting power of all shareholders authorized under these Articles of Incorporation to vote.

ARTICLE 10.

AMENDMENT OF ARTICLES OF INCORPORATION

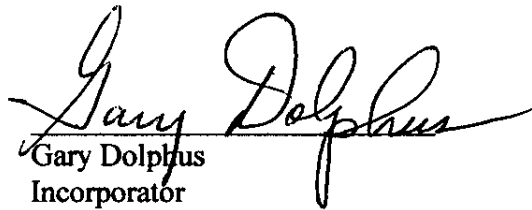
10.1. Reservation of Rights. The Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

10.2. Amendment Procedure With Board Approval. Any amendment to the Articles of Incorporation, approved by the affirmative vote of a majority of the members of the Board of Directors at a duly convened meeting where a quorum is present or by an action in writing of a majority of the Directors, may be adopted by the affirmative vote of the shareholders of record of shares of at least fifty-one percent (51%) of the voting shares present at a duly convened meeting of shareholders where a quorum is present (which shall include unanimous actions in writing by the shareholders entitled to vote) except as may be otherwise prescribed by law.

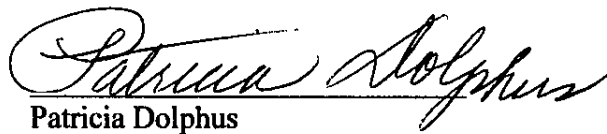
10.3. Amendment Procedure Without Board Approval. Any amendment to the Articles of Incorporation, not approved by the affirmative vote of a majority of the members of the Board of Directors at a duly convened meeting where a quorum is present or by an action in writing of a

majority of the Directors, may be adopted by the affirmative vote of the shareholders of record of shares of at least sixty-six and two-thirds percent (66-2/3 %) of the voting shares present at a duly convened meeting of shareholders where a quorum is present (which shall include unanimous actions in writing by the shareholders) except as may be otherwise prescribed by law.

IN WITNESS WHEREOF, the undersigned does hereunder set his hand this 22 day of June 2010.


Gary Dolphus
Incorporator

I hereby am familiar with and accept the duties and responsibilities of Registered Agent.


Patricia Dolphus

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10 JUL 12 PM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA