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**ARTICLES OF INCORPORATION
OF**

Local Talent Enterprises Inc.

A Florida "For Profit" Corporation

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The undersigned, acting as incorporator of a corporation under Chapter 607 of Florida Statutes, adopts the following Articles of Incorporation:

- A. **NAME OF CORPORATION:** The name of the corporation is Local Talent Enterprises Inc.
- B. **PRINCIPAL OFFICE:** The principal office of the corporation is located at 15626 SW 113 PL, Miami, FL 33157.
- C. **MAILING ADDRESS:** The mailing address of the corporation is 15626 SW 113 PL, Miami, FL 33157.
- D. **REGISTERED AGENT:** The name of the registered agent of the corporation is Brian Glasford. The address of this registered agent is 15626 SW 113 PL, Miami, FL 33157.
- E. **DURATION/MEMBERSHIP:** The period of duration is perpetual. The qualification for board member and issuance of stock certificates, if any, and the manner of their issuance shall be regulated by the bylaws.
- F. **BOARD OF DIRECTORS:** The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.
- G. **INCORPORATORS:** The name and address of the incorporator is: Vincent Burnett whose address is 7050 Taft St, Hollywood, FL 33024.
- H. **CORPORATE PURPOSES:** To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of its business activities.
- I. **INDEMNIFICATION** - Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors of administrators) may be entitled apart from this Article.

- I. **CORPORATE CAPITALIZATION:** The maximum number of shares that is Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE CENT (\$.01)**.

1. All holders of shares of common stock shall be identical with each other in every respect and the holders of common shares shall be entitled to have unlimited voting rights on all shares and be entitled to one vote for each share on all matters on which Shareholders have the right to vote.
2. All holders of shares of common stock, upon the dissolution of the Corporation, shall be entitled to receive the net assets of the Corporation.
3. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director (s) may deem advisable in connection with such issuance.
4. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director (s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.
5. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

- J. **SUB-CHAPTER S CORPORATION:** The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

1. The shareholders of this Corporation, may elect and, if elected, shall continue such election to be a an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.
2. After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer of other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.
3. One the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:
 - "The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

- K. **SHAREHOLDER'S RESTRICTIVE AGREEMENT:** All of the shares of the stock of this Corporation may be subject to a Shareholder's Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal of the Corporation.
- L. **BYLAWS:** The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

EXECUTION

These Articles of Incorporation are hereby executed by the incorporator on this 11th day of March, 2011.



Vincent Burnett

REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

I hereby accept my appointment as registered agent for Local Talent Enterprises, Inc. a Florida for Profit Corporation.



Brian Glasford

Date: 3/11/11

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