

P11000038964

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

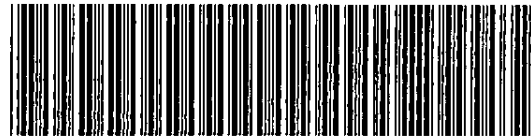
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200202959192

04/21/11--01026--024 **128.75

FILED

APR 21 PM 1:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ps 4/22/11

COVER LETTER

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

SUBJECT: American Family Archives & Chronicles, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

FEES:

Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	\$ 78.75
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status \$ 8.75

Rebecca F. Emmons

Name (printed or typed)

3355 Ocean Drive

Address

Vero Beach, Florida 32963

City, State & Zip

(772) 231-3500

Daytime Telephone Number

rfemmons@st-ev.com

E-mail address: (to be used for future annual report notification)



THE LAW FIRM OF
STEWART EVANS
STEWART & EMMONS
A PROFESSIONAL ASSOCIATION

Rebecca F. Emmons
Ralph L. Evans
Jennifer D. Peshke
John Mitchell Stewart
William J. Stewart
www.stewartevans.com
rfemmons@st-ev.com

April 18, 2011

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

RE: American Family Archives and Chronicles, Inc.

To Whom It May Concern:

The above-captioned entity is a foreign corporation seeking to domesticate in the State of Florida. Accordingly, please find attached an original Certificate of Domestication and Articles of Incorporation of American Family Archives & Chronicles, Inc. for filing. Also enclosed is a check in the amount of \$128.75.

Please file the Certificate of Domestication and Articles of Incorporation as one document, not two separate documents.

Sincerely,

Rebecca F. Emmons, Esq.

RFE/law
Enclosures
cc: George David, Sr.

Certificate of Domestication

FILED

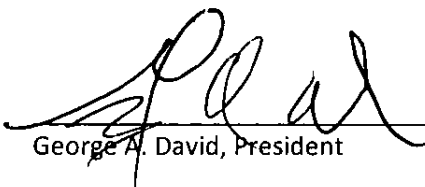
APR 21 PM 1:52

The undersigned, George A. David, President of American Family Archives & Chronicles, Inc., a foreign corporation (the "Corporation") in accordance with Florida Statute Section 607.1801, does hereby certify:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The date on which the corporation was first formed was May 6, 1998.
2. The jurisdiction where the Corporation was first formed, incorporated, or otherwise came into being was Delaware.
3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was American Family Archives & Chronicles, Inc.
4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Florida Statute Sections 607.0202 and 607.0401 with this certificate is American Family Archives & Chronicles, Inc.
5. The jurisdiction that constituted the seat, siege social or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the City of Wilmington, County of New Castle, State of Delaware.
6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Florida Statute Section 607.1801.

I am George A. David, President of American Family Archives & Chronicles, Inc., and am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so this 8th day of April, 2011.


George A. David, President

Articles of Incorporation of American Family Archives & Chronicles, Inc.

FILED
APR 21 PM 1:52
OFFICE OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the proposed corporation shall be American Family Archives & Chronicles, Inc.

ARTICLE II

The general nature of the business to be transacted by the corporation shall be to engage in any activity or business permitted under the laws of the United States and of the State of Florida. The corporation shall also have the power to issue bonds, debentures or obligations for any lawful purpose of the corporation and to secure the same by encumbering any or all of its property and to sell or otherwise dispose of any or all of such bonds, debentures or obligations, all in such manner and upon such terms as the directors may deem proper; and to lend and advance money or give credit to such persons and on such terms as the directors may deem expedient, and in particular to customers and others doing business with the corporation and to give guarantee or become surety for any persons; to assist in the organization, development, financing and refinancing of other worthy business enterprises heretofore or hereafter carried on by any corporation, copartnership, individual or individuals; to hold, vote and exercise all of the rights of holders and owners of such stock of other corporations and to delegate to any of its officers the power to hold, vote and exercise all the powers of any corporation, the stock of which shall be owned or controlled by this corporation, except as prohibited by law; to act as agent, broker or factor in any lawful business for any party or parties; and to adopt and prescribe Bylaws, rules and regulations appropriate for the transaction of the business of this corporation, either by the terms of this charter, by law in express terms, or by implication, and to amend the same; and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated, or incidental to the powers herein named, or which shall at any time appear conducive or expedient for the protection or benefit of the corporation; with all the powers now or hereafter conferred by the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE III

The amount of capital stock authorized for the corporation is a maximum of 30,000,000 shares divided into two classes, of which 10,000,000 share of \$.01 par value per share and shall be designated as Preferred Stock and 20,000,000 shares of \$.01 par value per share which shall be designated Class A

Common Stock. The stock of this corporation shall be so assigned, issued and transferred only in accordance with such Bylaws as the corporation shall from time to time make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the Company.

A. Class A Common Stock

1. DIVIDENDS. Subject to the preferential rights, if any, of the Preferred Stock, the holders of shares of Class A Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefore, dividends payable either in cash, in property, or in shares of Class A Common Stock.

2. VOTING RIGHTS. Except as otherwise required by law, at every annual or special meeting of stockholders of the Corporation, every holder of Class A Common Stock shall be entitled to one vote, in person or by proxy, for each share of Class A Common Stock standing in such holder's name on the books of the Corporation.

3. LIQUIDATION, DISSOLUTION, OR WINDING UP. In the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the Corporation, after payment or provision for payment of the debts and other liabilities of the Corporation and of the preferential amounts, if any, to which the holders of Preferred Stock shall be entitled, the holders of all outstanding shares of Class A Common Stock shall be entitled to share ratably in the remaining net assets of the Corporation.

B. Preferred Stock

1. ISSUANCE. The Board of Directors of the Corporation is authorized, subject to limitations prescribed by law, to provide for the issuance of shares of Preferred Stock of the Corporation from time to time in one or more series, each of which series shall have such distinctive designation or title as shall be fixed by the Board of Directors prior to the issuance of any shares thereof. Each such series of Preferred Stock shall have such voting powers, full or limited, or no voting powers, and such qualifications, limitations or restrictions thereof; as shall be stated in such resolution or resolutions providing for the issue of such series of Preferred Stock as may be adopted from time to time by the Board of Directors prior to the issuance of any shares thereof pursuant to the authority hereby expressly vested in it, all in accordance with the laws of the State of Florida.

2. AMENDMENT. Except as may otherwise be required by law or these Articles of Incorporation, the terms of any series of Preferred Stock may be amended without the consent of the holders of any other series of Preferred Stock or of any class of Common Stock of the Corporation.

ARTICLE IV

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V

The address of the principal office of the corporation is 2170 Falls Circle, Vero Beach, Florida 32867, and the mailing address is 2170 Falls Circle, Vero Beach, Florida 32867.

ARTICLE VI

The street address of the initial registered office of this corporation is 2170 Falls Circle, Vero Beach, Florida 32867, and the name of the initial registered agent of this corporation at that address is George A. David.

ARTICLE VII

This corporation shall have 3 directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than 3. The name and address of the initial director of this corporation:

<u>Name</u>	<u>Address</u>
George A. David	2170 Falls Circle Vero Beach, Florida 32867
Richard T. Eveland	142 Ruritan Ridge Lane Scottsville, VA 24590
Wayne M. Schuh	126 South 22 nd Street Philadelphia, PA 19103

ARTICLE VIII

The name and street address of the incorporator of this certificate of Articles of Incorporation is as follows:

Name

George A. David

Address

2170 Falls Circle
Vero Beach, Florida 32867

ARTICLE IX

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class or series, as to that which such shareholder already holds, shall have the right to purchase the shareholder's prorata share thereof (as nearly as may be done without issuance of a fractional share) at the price at which it is offered to others.

ARTICLE X

In furtherance, and not in limitation, of the powers conferred by the Laws of the State of Florida, the Board of Directors is expressly authorized:

- To make and alter the Bylaws of this corporation;
- To fix the amount to be reserved as working capital over and above the paid-in capital stock of this corporation;
- To borrow money for the use of the corporation and to authorize and cause to be executed mortgages and liens upon the real and personal property of this corporation;
- If the Bylaws so provide, to designate two or more of its number to constitute an Executive Committee, which Committee shall, for the time being, as provided in said resolution or Bylaws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of the corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation may in its Bylaws confer power upon its directors in addition to the foregoing and in addition to the powers and authorities conferred upon them by statute.

ARTICLE XI

In case of loss or destruction of a certificate of stock, no new certificates shall be issued in lieu thereof, except upon satisfactory proof to the Board of Directors of such loss or destruction and upon the giving of satisfactory security by bond or otherwise against loss to the corporation. Any such new certificate shall be plainly marked "duplicate" upon its face.

ARTICLE XII

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are stockholders in, or is a director or officer, or are directors or officers of, such other corporation, and any director or directors individually or jointly may be a party or parties to, or may be interested in, any contract or transaction of this corporation, or in which this corporation is interested, and no contract, act or transaction of this corporation with any person or persons, firm or corporation, shall be affected or invalidated by the fact that any director or directors of this corporation is a party or are parties to, or interested in, such contract, act or transaction, or in any way connected with such person or persons, firm or corporation.

ARTICLE XIII

The corporation or the stockholders may include in their agreement between themselves the following as valid matters of agreement:

- (A) Any limitations or restraint upon the transferability, alienation or assignment of stock;
- (B) Any limitation or restraint upon the encumbrance or pledge of stock;
- (C) Any agreements conferring preemptive right of purchase upon stockholders as conditions precedent to the sale of any stock;
- (D) Management agreements, solicitation agreements or other employment agreements with persons who may or may not be stockholders; and,
- (E) Any and all such other agreements as may be reasonably necessary in the ownership, conduct or furtherance of the business of the corporation and to implement the said agreement by bylaws of the corporation.

ARTICLE XIV

To the fullest extent permitted under the laws of the State of Florida, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for damages for any breach of fiduciary duty as a director. No amendment to or repeal of this Article 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 of omissions of such director occurring prior to such amendment or repeal. In the event that the laws of the State of Florida are hereafter amended to permit further elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be so eliminated or limited to the fullest extent permitted as so amended without further action by either the Board of Directors or the stockholders of the Corporation.

ARTICLE XV

Each person who was or is made a party or is threatened to be made a party to or is involved (including, without limitation, as a witness) in any threatened, pending or completed action, suit, arbitration, alternative dispute resolution mechanism, investigation, administrative hearing or any other proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that such person (the "Indemnitee") is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director or officer of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to an employee benefit plan, whether the basis of such Proceeding is alleged action in an official capacity as a directors or officer or in any other capacity while serving as such a director or officer, shall be indemnified and held harmless by the Corporation to the fullest extent permitted by law, as the same exists or may thereafter be amended (but, in the case of any such amendment, only to the extent such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment, or by other applicable law as then in effect, against all expense, liability, losses and claims (including attorneys' fees, judgments, fines, excise taxes under the Employee Retirement Income Security Act of 1974, as amended from time to time, penalties and amounts to be paid in settlement) actually incurred or suffered by such Indemnitee in connection with such Proceeding.

ARTICLE XVI

The corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of Articles of Incorporation in the manner now or hereafter prescribed by applicable provision of law, and all rights and powers conferred herein upon stockholders, directors and officers are subject to this reserved power.

IN WITNESS WHEREOF, the undersigned, being the only subscriber to the capital stock hereinabove named, for the purpose of forming a corporation to do business within and without the State of Florida, and in pursuance of Florida law, does hereby make, subscribe, acknowledge and file this certificate, declaring and certifying the facts herein stated are true and does hereby agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly has set hand and seal this 8th day of April, 2011.


George A. David, Incorporator

STATE OF FLORIDA
COUNTY OF INDIAN RIVER

BE IT REMEMBERED, that on this 8th day of April, 2011, personally appeared before me, a Notary Public of the State of Florida, George A. David, who has produced FL Drivers License as identification or who is personally known to me to be the sole party to the foregoing certificate of Articles of Incorporation, and who has taken an oath and acknowledged the said certificate to be act and deed, and that the facts therein stated are truly set forth for the purposes of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the State and County last aforesaid, on the day and year last above written.



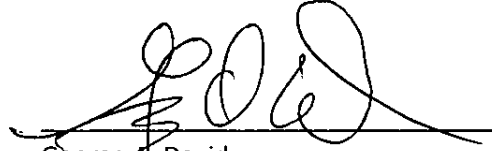
BONNIE L. MILLER
MY COMMISSION # DD 898299
EXPIRES: July 23, 2013
Bonded Thru Budget Notary Services


Notary Public
My commission expires:

FILED
APR 21 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

The undersigned hereby accepts the designation of registered agent on behalf of American Family Archives & Chronicles, Inc., and acknowledges that he is familiar with and accepts the obligations provided for in Florida Statute Section 607.0505.


George A. David

FILED
APR 21 PM 1:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA