# P11000041571

(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



100205232611

04/28/11--01043--012 \*\*78.75

MII APR 28 PM 1: 2

म् मविश्वी॥

# PHILIP L. HAMILTON ATTORNEY AT LAW 2430 Shadowlawn Drive, Suite 12 Naples, Florida 34112 Ph. 239-775-7474 Fax 239-775-1615

April 25, 2011

Department of State Division of Corporations Corporate Filing P.O. Box 6327 Tallahassee, Fl. 32314

Re: Articles for MIDAS QUEST, INC.,

Dear Ladies and Gentlemen:

Regarding the above corporate name, please find enclosed the following items:

- a. Duly executed Articles incorporating Registered Agent Appointment;
- b. Copy for certification and return;
- c. Check for \$78.75covering fees; and
- d. My envelope for returning time stamped

Please approve and send back the time stamped copy.

Thank you.

Sincerely,

Philip L. Hamilton

cc: file

2811 APR 28 PM 1: 25

SECRETAR SOFT STALL

SECRETAR OF SHALL DIVISION OF CORRESPOND

# 2011 APR 28 PM 1: 29

# ARTICLES OF INCORPORATION

OF

## MIDAS QUEST, INC.

The undersigned associates himself for the purpose of forming a corporation for profit under Chapter 607, Florida Statutes, and certifies as follows:

#### I: NAME

The name of the Corporation is MIDAS QUEST, INC.

# 11, PRINCIPAL PLACE OF BUSINESS:

The principal office and mailing address of the corporation is 1410 Golden Gate Boulevard East, Naples, Florida 34120.

# 1II. TERM:

The term of existence of the Corporation is perpetual.

## IV. PURPOSE:

The corporation is organized for the purpose of owning, operating, governing, administering and managing real estate and personal property ownership and investments for profit business and to exercise all powers and discharge all responsibilities granted to it as a corporation under the laws of the State of Florida and these Articles of Incorporation and the laws of the United States.

# V. POWERS:

The corporation shall have all of the common law and statutory powers of a corporation for profit which are not in conflict with the terms of these Articles, and in addition, all the powers conferred by the Florida General Corporation Act upon a corporation

# VI: CONFLICT OF INTEREST

Provided due notice is given to this corporation and the Board of Directors approves:

No contract or other transaction between this corporation and any other corporation shall be affected by the fact that

any director or officer of this corporation is interested in or is a director or officer of, such other corporation.

Any director of this corporation, individually or jointly, may be a party to, may be interested in, any contract or transaction of this corporation or in which the corporation is interested.

No contract or other transaction of this corporation with any person, firm or corporation, shall be affected by the fact that any director or officer of this corporation is in any way connected with such person, firm, or corporation.

# VII: CAPITAL STOCK

: The aggregate number of shares which the corporation has authority to issue is 1000 shares, all of which shall be common stock having a par value of \$1.00 each. The consideration for the issuance of shares may be paid, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation.

# VIII. INITIAL REGISTERED OFFICE, INITIAL AGENT, AND ACCEPTANCE OF REGISTERED AGENT:

The initial registered agent's address is at 1410 Golden Gate Boulevard East, Naples, Florida 34120 and the name of its initial registered agent is WAYNE B. YOUNG.

# IX. BOARD OF DIRECTORS

The number of directors of the corporation's Initial Board of Directors shall be two. The number of directors may be increased or decreased from time to time, as provided in the corporation's by-laws, but shall never be less than one.

The names and addresses of the individuals who shall serve as the sole members of the Initial Board of Directors are:

WAYNE B. YOUNG 1410 Golden Gate Boulevard East Naples, FL. 34120

CYNTHIA A. YOUNG 1410 Golden Gate Boulevard East Naples, FL. 34120

In addition to any powers conferred herein or in the By-Laws, the Board of Directors may, subject to any express limitations contained in these Articles of Incorporation or in the By-Laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers

herein or in the By-Laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By-Laws of the Corporation.

The Directors shall have delegated the responsibility for management under the provisions of these Articles and in accordance with the Bylaws. The officers of this corporation shall consist of a President, a Vice President, Secretary, and a Treasurer, all of whom shall be elected by the Board of Directors according to the Bylaws of this corporation. The Directors may, if they desire, combine the offices of Secretary and Treasurer and, in addition, provide for such other officers, agents, supervisory personnel or employees of the corporation as they shall see fit, none of which need be a member of the corporation. Commencing with the first annual meeting of the Board of Directors subsequent to incorporation, officers will be elected annually to hold office until the next annual meeting of the Board of Directors or until their successors are elected and qualify.

# X: INDEMNIFICATION OF OFFICERS AND DIRECTORS:

Every director and every officer of the corporation shall be indemnified by the corporation against all liability and expenses, including counsel fees, reasonably incurred by or imposed upon him/her in connection with any proceedings to which he/she may be a party, or in which he/she may become involved, by reason of his being or having been an officer or director of the corporation, whether or not he/she is a director or officer at the time such liability or expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification shall apply only if the Board of Directors approves such settlement and reimbursement as being in the interest of the corporation. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which such directors or officers may be entitled.

# XI. INCORPORATOR:

The name and address of the incorporator are:

NAME:

ADDRESS:

WAYNE B. YOUNG

1410 Golden Gate Boulevard East, Naples, FL. 34120.

# XII. CONTRACTUAL RELATIONS:

In the absence of fraud, no contract or other transaction between this corporation and any other person, firm, association, corporation or partnership shall be affected or invalidated by the fact that any officer or director of this corporation is pecuniarily or otherwise interested in, or is a director, member or officer of any such firm, association, corporation or partnership, or is a party to or is pecuniarily or otherwise interested in such contract or other transaction, or is in any way connected with any person, firm, association, corporation, or partnership, that is interested therein, pecuniarily or otherwise. Any director may vote and be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation for the purpose of authorizing such contract or transaction with like force and effect as if he or she were not so interested, or were not a director, member or officer of such other firm, association, corporation or partnership, providing that such director shall have disclosed to all other directors at or before the meeting, or all other directors shall otherwise know the facts of such relationship or interests of the director. In any and all events, a contract or transaction which is fair and reasonable as to this corporation at the time it is authorized by the board shall nevertheless be enforceable and neither void nor voidable.

# XIII. BYLAWS:

The original Bylaws of this corporation shall be adopted by a majority vote of the Directors of the corporation. The Bylaws of this corporation may be amended, altered or rescinded by the Board of Directors only in the manner provided for in the Bylaws.

# XIV. AMENDMENT OF ARTICLES:

If the provisions of statutory law of the State of Florida applicable to this corporation shall provide an exclusive method or methods for the amendment of these Articles inconsistent with the provision hereinafter set forth, then the provisions of such law applicable to this corporation for the amendment of these Articles shall apply. Otherwise, when the provisions of statutory law applicable to the amendment of these Articles are not exclusive or permit amendment by a process or processes set forth in the Articles, then these Articles of Incorporation may be amended from time to time by resolution adopted by a majority of the Board of Directors at any meeting of all of the Directors of the corporation called, at least in part, to consider such amendment at which all of the directors are present. If law permits, the amendatory methods set forth in this Article shall be exclusive methods for amending these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the <u>23rd</u> day of <u>March</u> 2011.

INCORPORATOR:

WAYNE YOUNG

I HEREBY ACCEPT MY DESIGNATION AS RESIDENT AGENT AND AGREE TO SERVE AS THE RESIDENT AGENT OF MIDAS QUEST, INC. I HEREBY STATE THAT I AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT FOR MIDAS QUEST, INC.

Dated: <u>March 28,2011</u>

WAYNE B. YOUNG Registered Agent

STATE OF FLORIDA COUNTY OF COLLIER

ACKNOWLEDGED before me by WAYNE B. YOUNG, personally known

to me, who took an oath, on March 28,2011

(SEAL)

PHILIP L. HAMILTON

NOTARY PUBLIC

MY COMMISSION EXPIRES:

THIS INSTRUMENT PREPARED BY:
PHILIP L. HAMILTON
ATTORNEY AT LAW
2430 Shadowlawn Drive, Suite 12
Naples, Florida 34112
-Preparation Only-

NOTARY PUBLIC-STATE OF FLORIDA
Philip L. Hamilton
Commission # DD680522
Expires: JUNE 08, 2011
BONDED THRU ATLANTIC BONDING CO., INC.