

MAR. 23. 2012 3:54PM

P12000028687

0.957

Page 1 of 1

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000077333 3)))



H12000077333ABC

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : YOUR CAPITAL CONNECTION, INC.
Account Number : I20000000257
Phone : (850) 224-8870
Fax Number : (850) 222-1222

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION
POWER2CRE8, INC

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

RECEIVED
12 MAR 23 PM 5:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

3/26
8

**ARTICLES OF INCORPORATION
OF
POWER2CRE8, Inc.**

ARTICLE I - NAME.

The name of this corporation is POWER2CRE8, Inc.

ARTICLE II - DURATION.

This corporation is to have perpetual existence beginning with the date of subscription and acknowledgment of these Articles of Incorporation which is MARCH 26TH, 2012.

ARTICLE III - PURPOSE.

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States of America and of the State of Florida.

ARTICLE IV - CAPITAL STOCK.

This corporation is authorized to issue 100,000 shares of common stock at \$0.01 par value per share.

ARTICLE V - PREEMPTIVE RIGHTS.

After the initial issue of common stock by this corporation, every shareholder, upon the sale for cash or other property, whether tangible or intangible or for labor or services actually performed

12 MAR 23 AM 11:12

RECEIVED
STATE
SECRETARY
OF
FLORIDA

for the corporation (the consideration) of any new stock of this corporation of the same kind, class or series as that which he already holds shall have the right to purchase his pro-rata share of the stock of this corporation (as nearly as may be done without issuance of fractional shares) at the cash price determined by the Board of Directors at which time the stock would be issued to others for the consideration to be given by the other.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial registered office of this corporation is 4073 Everett Avenue, Middleburg, Florida 32068 and the name of the corporation's initial registered agent is Steven Talbert.

ARTICLE VII - PRINCIPAL OFFICE.

The corporation's principal office and mailing address is:

4073 Everett Avenue
Middleburg, Florida
32068

ARTICLE VIII- FIRST BOARD OF DIRECTORS.

This corporation first Board of Directors shall consist of one Director. The number of Directors may be either increased or decreased from time to time by the Bylaws but shall never be less than one. The name and address of the initial Director of this corporation is:

Steven Talbert
4073 Everett Avenue
Middleburg, Florida
32068

ARTICLE IX - INCORPORATOR.

12 MAR 23 AM 11:12
RECEIVED
SECRETARY OF STATE
FLORIDA

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

Steven Talbert
4073 Everett Avenue
Middleburg, Florida
32068

ARTICLE X - CUMULATIVE VOTING.

At each election for Directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XI - LIMITATION OF LIABILITY

All Directors, Stockholders and Officers, in consideration for their service, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by them in connection with any claim asserted or proceeding brought against them by reason of their being or having been a director, Stockholder or Officer of the corporation or any subsidiary of the corporation, to the maximum extent permitted by law. The indemnification of each such person will be for any reasonable cost or expense in connection with the claim exposed by the person against whom the claim is made, either for defense against the claim or for advice sought concerning the claim. The corporation will reimburse all such costs or expenses to any director, stockholder or officer.

ARTICLE XII - VALIDITY OF SELF DEALING TRANSACTIONS

RULE: No contract or other transaction between the corporation and other corporations or individuals, in the absence of fraud, shall be affected or invalidated by the fact that any of the directors, officers or shareholders of the corporation is an interested party in a contract or transaction, or is director, officer or shareholder of any other corporation or is in any other way connected with such person or person's firm or corporation

SCOPE OF RULE: All directors, officers and shareholders may be a party to or may be interested in such contract, act or transaction. All persons who may become a director, officer or shareholder of the corporation are hereby relieved from any liability that might otherwise exist from their contracting with the corporation for the benefit of themselves or for the benefit of any firm, association or corporation in which they may be in any way interested. All Directors of the

12 MAR 23 AM 11:12

RECEIVED
MAR 23 2012
AM 11:12

MAR. 23. 2012 3:55PM

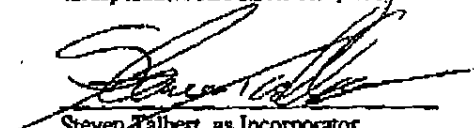
CAPITAL CONNECTION

NO. 9576 P. 5

corporation may be counted in determining the existence of a quorum at the meeting where the decision about such transactions is to be taken and may vote upon any transaction with the corporation.

LIMITS OF RULE: In order to benefit from the exemption of responsibility for self dealing in transactions where they have a special personal interest, directors, shareholders and officers will have to disclose the personal interest which they have in such a transaction to all members present at the meeting of the board of directors where a decision about the specific transaction is to be made. This specific disclosure is not necessary if the fact was already known by the board of directors and all members thereof present.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Article of Incorporation on March 26th, 2012.


Steven Talbert, as Incorporator

Steven Talbert hereby accepts his designation as the Registered Agent of POWER2CRE8, Inc. and hereby agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties as Registered Agent.

Executed on March 26th, 2012,


Steven Talbert, as Registered Agent

12 MAR 23 AM 11:12

RECEIVED
MAR 23 2012
11:12 AM
STATE OF
NEW YORK
DEPARTMENT OF
RECORDS & CIVIL
SERVICE