

P/2000052357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

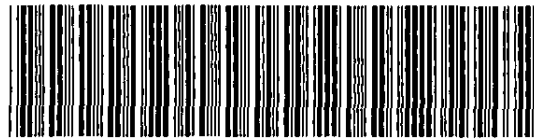
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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05/18/12--01020--014 **78.75

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CLERK OF STATE
TALLAHASSEE, FLORIDA

W/2-28106

K 06/08/12



FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 21, 2012

W. ALAN WINTER, ESQUIRE
310 THIRD STREET
NEPTUNE BEACH, FL 32266

SUBJECT: GHL, INC.
Ref. Number: W12000028106

We have received your document for GHL, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is L04000014627 (GHL, LLC).

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) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 112A00014863

Winter Law Firm

PROFESSIONAL ASSOCIATION
310 THIRD STREET
NEPTUNE BEACH, FLORIDA 32266

W. ALAN WINTER
awinter@winterlawfirm.com

RECEIVED

12 JUN -7 AM 10-23
TELEPHONE (904) 242-0222
FAX (904) 242-7051
DIVISION OF CORPORATIONS

Tuesday, May 29, 2012

Thomas Chang, Regulatory Specialist II
Department of State
Division of Corporations, New Filing Section
P.O. Box 6327
Tallahassee, Florida 32314

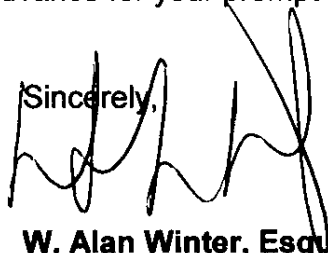
Re: Case: GHL, INC., now Greenhouse Lounge Entertainment, Inc.
Letter No.: 112A00014863

Dear Mr. ~~Burch~~ Chang

Please accept this letter and enclosures as our response to your letter as referenced above. My client has amended his request for his corporate name and has now selected **Greenhouse Lounge Entertainment, Inc.** Our review of your records indicates that that name is available.

Please re-consider our petition at this time, accept the new documents and if appropriate file same. As previously requested we would like the Certificate of Status. Thanking you in advance for your prompt consideration of this matter.

Sincerely,



W. Alan Winter, Esquire

WAW/rd
Enclosures: Art of Incorp of Jekala, Inc. (original and copy)
Acceptance by RA (original and copy)

Cc: D. McSweeney + Z. Weinert

ARTICLES OF INCORPORATION
of
GREENHOUSE LOUNG ENTERTAINMENT, INC.

The undersigned person(s), acting as incorporator of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

ARTICLE I
CORPORATE NAME

The name of this corporation is **GREENHOUSE LOUNGE ENTERTAINMENT, INC.**

ARTICLE II
INITIAL PRINCIPAL OFFICE

The mailing address of the corporation's initial principal office is:

310 Third Street
Neptune Beach, Florida 32266

ARTICLE III
SHARES

The total number of shares which this corporation shall have authority to issue is 100 shares of no par value stock.

ARTICLE IV
REGISTERED OFFICE AND AGENT

The street address of the corporation's initial registered office and the name of its initial registered agent as such address is:

W. Alan Winter, Esquire
The Winter Law Firm
310 Third Street
Duval County
Neptune Beach, Florida 32266

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TALLAHASSEE

ARTICLE V PURPOSE

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state, and specifically all matters dealing with the providing of music and entertainment services.

ARTICLE VI DIRECTORS

The names and residence addresses of the persons constituting the initial board of directors are:

David W. McSweeney
President and Treasurer
4677 Martingale Road
Jacksonville, Florida, 32210-7516

Zach Weinert
Vice President and Secretary
303 Sea Moss Lane
Ponte Vedra Beach, Florida, 32082

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TALLAHASSEE, FLORIDA

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

ARTICLE VII LIABILITY OF DIRECTORS

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit. Any director or officer who is involved in litigation or other proceedings by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

ARTICLE VIII OTHER PROVISIONS

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

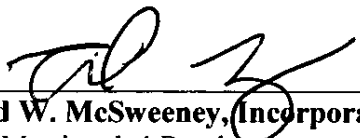
Corporate Seal. The corporation shall have no corporate seal.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agents (s) that are specifically designated by the resolution of the board of directors.

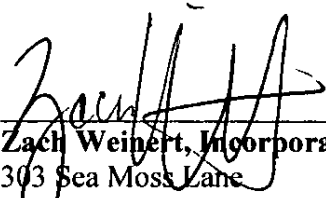
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TALLAHASSEE, FLORIDA

Certification

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.



David W. McSweeney, Incorporator
4677 Martingale4 Road
Jacksonville, Florida 32210-7516

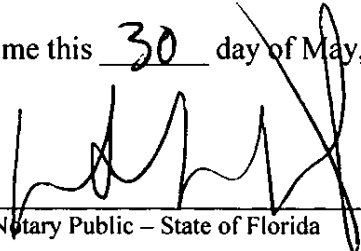


Zach Weinert, Incorporator
303 Sea Moss Lane
Ponte Vedra Beach, Florida, 32082

State of Florida
County of Duval

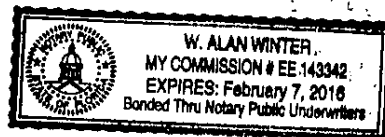
SS:

Subscribed and sworn to (or affirmed) before me this 30 day of May, 2012.



Notary Public – State of Florida

My Commission Expires:



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CLERK OF STATE
TALLAHASSEE, FLORIDA

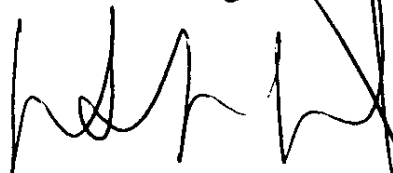
**ACCEPTANCE BY REGISTERED AGENT
FOR
GREENHOUSE LOUNG ENTERTAINMENT, INC.**

Having been named as registered agent to accept service of process for **GREENHOUSE LOUNG ENTERTAINMENT, INC.** at the place designated in the Articles of Incorporation of **GREENHOUSE LOUNG ENTERTAINMENT, INC.**, and as confirmed below, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

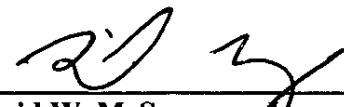
Name of Registered Agent: **W. Alan Winter, Esquire**

Address of Registered Agent: **The Winter Law Firm
310 Third Street
Duval County
Neptune Beach, Florida, 32266**

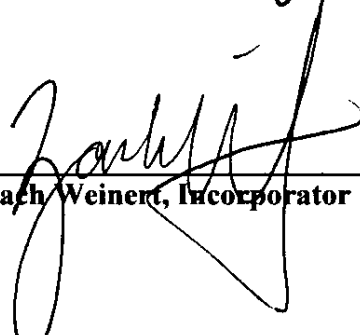
Dated in Neptune Beach, Duval County, Florida, on this 30 day of May, 2012.



W. Alan Winter, Esquire, Registered Agent



David W. McSweeney, Incorporator



Zach Weinert, Incorporator

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TALLAHASSEE, FLORIDA