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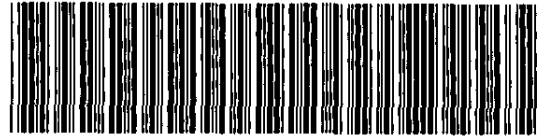
(Business Entity Name)

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TALLAHASSEE, FLORIDA

✓ 07/18/13



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 7276567 7247594

AUTHORIZATION :

Signature

COST LIMIT : \$ 70.00

ORDER DATE : July 16, 2013

ORDER TIME : 7:50 AM

ORDER NO. : 727656-005

CUSTOMER NO: 7247594

DOMESTIC FILING

NAME: THE HERBERT J. STERN
CORPORATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Stephanie Milnes - EXT. 52920

EXAMINER'S INITIALS: _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE HERBERT J. STERN CORPORATION, INC.

The undersigned, for the purpose of forming a Corporation pursuant to the Florida Business Corporation Act (Chapter 607 F.S.), does hereby execute the following Articles of Incorporation:

FIRST: The name of the corporation is THE HERBERT J. STERN CORPORATION, INC. ("Corporation").

SECOND: The principal street and mailing address of the Corporation is 265 West Indies Dr., Palm Beach Florida 33480.

THIRD: The nature of the business or purposes to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

FOURTH: The aggregate number of shares which the Corporation shall have the authority to issue is eleven thousand (11,000) shares with no par value, consisting of one thousand (1,000) shares of Class A Voting Common Stock and ten thousand (10,000) shares of Class B Non-Voting Common Stock. The designations, preferences, privileges, voting powers and the restrictions, limitations, qualifications of the various classes of stock which the Corporation is authorized to issue are as follows:

(a) The holders of the Class A Voting Common Stock shall be entitled to one vote in person or by proxy for each share of stock held. Except as herein specifically provided and except as otherwise expressly provided by the laws of the State of Florida, the holders of the Class B Non-Voting Common Stock shall possess no voting power and shall not have the right to participate in any meetings of the shareholders or to have notice thereof.

(b) All or any part of the shares of Class A Voting Common Stock and Class B Non-Voting Common Stock may be issued by the Corporation from time to time and for such consideration, as may be determined upon and fixed by the Board of Directors, as provided by law.

(c) Dividends upon the Class A Voting Common Stock and upon the Class B Non-Voting Common Stock may be declared by the Board of Directors out of the assets available therefor. Whenever dividends are paid or sums sufficient for the payment thereof set apart for the benefit of the Class A Voting Common Stock and the Class B Non-Voting Common Stock as aforesaid, such payment or setting apart shall be made equally on each share of the Class A Voting Common Stock and the Class B Non-Voting Common Stock without any distinction being made for this purpose based upon the designation of the stock as Class A Voting Common Stock or Class B Non-Voting Common Stock.

(d) Whenever the Board of Directors of the corporation declares a dividend, such dividend shall be payable annually, semi-annually or quarterly on such dates as may be determined by the Board of Directors. The discretion of the Board of Directors in declaring dividends shall be unlimited. The holders of either class of stock of this corporation shall have no right to receive dividends (or any sums on account of dividends upon any liquidation, dissolution, winding up or redemption) unless actually declared and made payable by the Board of Directors, notwithstanding that the corporation may have had sufficient net earnings of all or any portion of the aforesaid dividends.

(e) Upon the dissolution of the corporation or upon its liquidation or upon any distribution of its assets by way of return of capital, the holders of Class A Voting Common Stock and the holders of Class B Non-Voting Common Stock shall be entitled to receive and to be paid, share and share alike, ratably according to the number of shares held, all the assets of the corporation without any distinction being made for this purpose based upon the designation of the stock as Class A Voting Common Stock or Class B Non-Voting Common Stock.

(f) The consolidation or merger of the Corporation with any other corporation or corporations shall not be deemed a liquidation, dissolution or winding up of the corporation within the meaning of this Article.

(g) No holder of any of the shares of the capital stock of either class shall be entitled as of right to purchase or subscribe for any unissued stock of any class or any additional shares of any class to be issued by reason of any increase of the authorized capital stock of the corporation, or bonds, certificates of indebtedness, debentures or other securities convertible into stock of the corporation or carrying any right to purchase stock of any class, but any such unissued stock or such additional authorized issue of any stock or of other securities convertible into stock, may be issued and disposed of pursuant to resolution of the Board of Directors to such persons, firms, corporations or associations and upon such terms as may be deemed advisable to the Board of Directors.

FIFTH: The initial sole director of the Corporation's Board of Directors is Herbert J. Stern, 265 West Indies Dr, Palm Beach Florida 33480.

SIXTH: The names and titles of the initial officers of the Corporation are

- (a) Herbert J. Stern, President and Treasurer,
265 West Indies Dr., Palm Beach Florida 33480.
- (b) Marsha K. Stern, Vice-President and Secretary,
265 West Indies Dr., Palm Beach Florida 33480.

SEVENTH: The address of its registered office in the State of Florida is 265 West Indies Dr., Palm Beach Florida 33480. The name of its registered agent at such address is Herbert J. Stern.

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EIGHTH: The name and mailing address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Kevin M. Kilcullen	Stern & Kilcullen, LLC 325 Columbia Turnpike, Suite 110 Florham Park NJ 07932

NINTH: The Corporation is to have perpetual existence.

TENTH: In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the by-laws of the Corporation.

ELEVENTH: Meetings of stockholders may be held within or outside the State of Florida, as the by-laws may provide. The books of the Corporation may be kept (subject to any provision contained in the statutes) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the by-laws of the Corporation. Elections of directors need not be by written ballot unless the by-laws of the Corporation shall so provide.

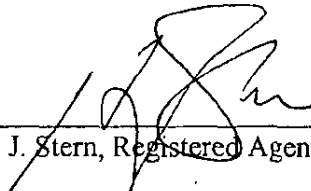
TWELFTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

THIRTEENTH: All corporate officers, directors, employees and agents shall be indemnified to the full extent permitted by the Florida Business Corporation Act. Such indemnification may be funded through insurance or otherwise as authorized by the Board of Directors.

{Signatures Begin on Following Page}

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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Herbert J. Stern, Registered Agent

Date: July 16, 2013

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make this Certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 16th day of July, 2013.



Kevin M. Kilcullen, Esq.

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