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PICK-UP

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(Business Entity Name)

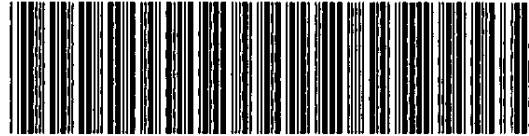
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Special Instructions to Filing Officer:

W13-38493

Office Use Only



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13 JUL 19 PM 2:48

SECRETARY OF STATE
TALLAHASSEE FLORIDA

1/4

COVER LETTER

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

SUBJECT: **Boulevard Billiards, Inc.**

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: **Steven L. Sample**

Name (Printed or typed)

2806 SE 29th Street

Address

Ocala, FL 34471

City, State & Zip

352-427-6848

Daytime Telephone number

steve.sample@acacia.bz

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

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 8, 2013

STEVEN L. SAMPLE
2806 SE 29TH STREET
OCALA, FL 34471

SUBJECT: BOULEVARD BILLIARDS, INC.
Ref. Number: W13000038493

We have received your document for BOULEVARD BILLIARDS, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Entities may file using only the entity's name. Please delete any reference to the "doing business as name" in your document. If you wish to register your fictitious name, you may do so by filing an application and submitting the appropriate fees to this office.

Section 607.0120(6)(b), or 617.0120(6)(b), Florida Statutes, requires that articles of incorporation be executed by an incorporator.

The registered agent must sign accepting the designation.

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.

Valerie Herring
Regulatory Specialist II
New Filing Section

Letter Number: 213A00016634

FILED

Boulevard Billiards, Inc.

June 28, 2013

13 JUL 19 PM 2:49

**SECRETARY OF STATE
TALLAHASSEE FLORIDA**

ARTICLES OF INCORPORATION

ARTICLE ONE

The name of the Corporation is Boulevard Billiards, Inc. The Corporation shall initially be designated as a Sub-Chapter "S" corporation under the rules of the United States Internal Revenue Service. The Board of Directors may at any time by a majority vote thereof change the status of the Corporation to thereafter become a "C" corporation under the rules of the United States Internal Revenue Service.

ARTICLE TWO

The principal place of business of the Corporation shall be:

3741 East Silver Springs Boulevard
Ocala, Florida 34470

ARTICLE THREE

The purpose or purposes for which the Corporation is organized are: The transaction of any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE FOUR

The Corporation shall be authorized to issue two classes of shares of stock to be designated, respectively, "Preferred Stock" and "Common Stock"; the total number of shares of stock which the Corporation shall have authority to issue is Ten Thousand (10,000); the total number of shares of Preferred Stock shall be Two Thousand (2,000) with a par value of One Tenth of a Cent (\$0.001); the total number of shares of Common Stock shall be Eight Thousand (8,000) with a par value of One Tenth of a Cent (\$0.001).

Shares of Preferred Stock may be issued from time to time in one or more series. The Board of Directors is hereby authorized to fix the voting rights, designations, powers, preferences, and the relative, participating, optional or other rights, if any, and the qualifications, limitations or restrictions thereof, of any wholly unissued series of Preferred Stock; and to fix the number of shares constituting such series, and to increase or decrease the number of shares of any such series (but not below the number of shares thereof then outstanding

The initial number of shares of Common Stock issued shall be One Thousand (1,000), and there shall initially be zero (0) shares of Preferred Stock issued.

ARTICLE FIVE

The number of initial directors and officers is two and the name and address of the directors and officers are:

Directors

NAME	ADDRESS
STEVEN L. SAMPLE	3741 East Silver Springs Boulevard Ocala, Florida 34470
GWENDOLYN G. SAMPLE	3741 East Silver Springs Boulevard Ocala, Florida 34470

Officers

NAME AND OFFICE	ADDRESS
STEVEN L. SAMPLE PRESIDENT	3741 East Silver Springs Boulevard Ocala, Florida 34470
GWENDOLYN G. SAMPLE SECRETARY AND TREASURER	3741 East Silver Springs Boulevard Ocala, Florida 34470

ARTICLE SIX

The address of the Corporation's registered office is:

3741 East Silver Springs Boulevard
Ocala, Florida 34470

The registered agent at such address is Steven L. Sample.

ARTICLE SEVEN

The name and address of the incorporator is:

NAME	ADDRESS
STEVEN L. SAMPLE	2806 SE 29 th Street Ocala, Florida 34470

ARTICLE EIGHT

The effective date of the corporation is July 1, 2013, and the period of its duration is perpetual. The fiscal year of the Corporation shall be Calendar.

ARTICLE NINE

The Corporation will not commence business until it has received for the issuance of its shares the value of \$1,000.00.

ARTICLE TEN

The Board of Directors may issue shares of any class of stock of the Corporation, or any notes, debentures, bonds, or other securities convertible into or carrying rights, options, or warrants to purchase shares of any class. No shareholder of the Corporation shall by reasons of his holding shares of any class of stock of the Corporation have any pre-emptive or preferential rights to purchase or subscribe to any shares of any class of the Corporation now or hereafter to be authorized, or to any notes, debentures, bonds or other subscriptions convertible into or carrying rights, options or warrants to purchase shares of any class, now or hereafter to be authorized whether or not the issuance of any such shares, notes, debentures, bonds or other securities would adversely affect the dividend rights of such shareholder. The Board of Directors, however, may in its discretion, and at such price as it may fix, grant such rights to shareholders of the Corporation.

ARTICLE ELEVEN

In all the elections for directors, each shareholder shall have the right to vote, in person or by proxy, the number of shares owned by him, for as many persons as there are directors to be elected, and for whose election he has the right to vote. It is expressly prohibited for any shareholder to cumulate his votes in any election of directors.

Each outstanding share, regardless of class, shall be entitled to the number of votes attached to that share by the relative voting rights and preferences attached thereto, on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by these Articles of Incorporation.

ARTICLE TWELVE

Pursuant to Chapter 607.0704 of the Florida Business Corporation Act, any action required by to be taken at any annual or special meeting of shareholders, or any action which may be taken at any annual or special meeting of shareholders may be taken without holding a meeting, providing notice, or taking a vote if shareholders having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting in which each shareholder entitled to vote on the action is present and votes, sign a written consent or consents stating the action taken.

Any such written consent or consents must include the date each shareholder signed the consent and is effective to take the action that is the subject of the consent only if the consent or consents are delivered to the Corporation not later than the 60th day after the date the earliest dated consent is delivered to the Corporation as required by Florida Business Corporation Act.

Any such signed consent or a signed copy thereof, shall be placed in the Minute Book of the Corporation.

Unless otherwise restricted by these Articles of Incorporation, any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all of the members of the Board of Directors. Such consent shall have the same force and effect as a unanimous vote at a meeting. Any such signed consent, or a signed copy thereof, shall be placed in the Minute Book of the Corporation.

ARTICLE THIRTEEN

These Articles may be altered, amended, or repealed or new Articles may be adopted by the shareholders by the affirmative vote of a majority of the shares of Capital Stock of the Corporation entitled to vote thereon. Each outstanding share, regardless of class, shall be entitled to the number of votes attached to that share by the relative voting rights and preferences attached thereto, on each matter submitted to a vote at a meeting of shareholders, except to the extent that the voting rights of the shares of any class or classes are limited or denied by these Articles of Incorporation.

At any meeting of the shareholders, every shareholder having the right to vote may vote either in person or by proxy executed in writing by the shareholder or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. Each proxy shall be revocable unless expressly provided therein to be irrevocable and unless otherwise made irrevocable by law.

The shareholders of this Corporation may (i) adopt a plan of merger or consolidation and/or (ii) authorize a sale, lease, exchange or other disposition of all or substantially all of the property and assets of the Corporation by the affirmative vote of a majority of the shares of Capital Stock of the Corporation entitled to vote thereon.

ARTICLE FOURTEEN

Permissive Indemnification. The Corporation shall, to the maximum extent permitted by the Florida Business Corporation Act (or any other applicable law, rule or regulation), indemnify and hold harmless each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact

that he, or a person of whom he is the legal representative, is or was a director or officer of the Corporation, was acting at the direction of and on behalf of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding.

Pursuant to the foregoing, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for actions specified in accordance with the Florida Business Corporation Act as the same exists or hereafter may be amended, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this paragraph by the stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

Mandatory Indemnification. The Corporation shall indemnify an officer or director, former officer or director, or other person acting at the direction of and on behalf of the Corporation against reasonable expenses actually incurred by the person in connection with a proceeding in which the person is a respondent because the person is or was an officer or director or other specified agent of the Corporation (a) if the person is wholly successful, on the merits or otherwise, in the defense of the proceeding; or, (b) a court that determines, in a suit for indemnification, that an officer or director, former officer or director, or other person acting at the direction of and on behalf of the Corporation is entitled to indemnification under this section shall order indemnification and award to the person the expenses incurred in securing the indemnification.

Subject to the foregoing, expenses incurred by any such person in defending a civil or criminal action, suit or proceeding, subject to the terms and conditions of this ARTICLE FOURTEEN, shall be paid by the Corporation on an ongoing basis as billed in advance of the final disposition of such action, suit or proceeding, to the maximum extent permitted by law. Notwithstanding any subsequent alteration, amendment or repeal of this ARTICLE FOURTEEN, the rights to indemnification and to payments created by this ARTICLE FOURTEEN shall apply to (a) any claims made or asserted at any time while this ARTICLE FOURTEEN is in effect and (b) any claims based on or arising from any act, omission or event occurring at any time while this ARTICLE FOURTEEN is in effect

The Corporation may, at the discretion of the Board of Directors, purchase and maintain insurance, at its expense, and to indemnify any person against any judgment, fine, amount paid in settlement or other liability, if the Corporation would have the power to so indemnify such person under the Florida Business Corporation Act.

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

Steven L. Sample
Required Signature/Registered Agent

6/28/2013
Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

Steven L. Sample
Required Signature/Incorporator

6/28/2013
Date

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13 JUL 19 PM 2:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA