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Florida Department of State
Division of Corporations
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Division of Corporations
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DOMESTICATION
JANNEY LAND & CATTLE COMPANY

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2023 FEB 10 AM 10:01

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STATE OF FLORIDA

ARTICLES OF DOMESTICATION

for

JANNEY LAND & CATTLE COMPANY

(an Illinois corporation, "Domesticating Eligible Entity")

into

JANNEY LAND & CATTLE COMPANY

(a "Florida Profit Corporation")

The Articles of Domestication and attached Articles of Incorporation are submitted to domesticate the following **eligible business entity** into a Florida Profit Corporation in accordance with ss. 607.11920 & 607.0202, Florida Statutes.

1. The Name of the Domesticating Entity immediately prior to the filing of the Articles of Domestication is:

JANNEY LAND & CATTLE COMPANY

2. The domesticating entity is a corporation first organized, formed or incorporated under the laws of Illinois on August 31, 1981. (Illinois File Number 52498767)

3. The name of the domesticated Florida Profit Corporation as set forth in the attached Articles of Incorporation is:

JANNEY LAND & CATTLE COMPANY

4. This domestication was approved by the eligible domesticating entity in accordance with this chapter and the laws of the State of Illinois.

5. The domestication shall be effective upon filing with the Secretary of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Domestication on January 31, 2023.

JANNEY LAND & CATTLE COMPANY, a
Florida Corporation

By: _____

John W. Janney, President

JANNEY LAND & CATTLE COMPANY, an
Illinois Corporation

By: _____

John W. Janney, President

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SECRETARY OF
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
JANNEY LAND & CATTLE COMPANY**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be JANNEY LAND & CATTLE COMPANY.

ARTICLE II. ADDRESS

The principal place of business and mailing address of the corporation is:

5420 North Ocean Drive, #602
Singer Island, FL 33404

ARTICLE III. TERM OF EXISTENCE

The effective date shall be the date these Articles of Incorporation are filed with the Department of State. This corporation is to exist perpetually.

ARTICLE IV. PURPOSE

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE V. CAPITAL STOCK

The total number of shares of all classes which the corporation shall be authorized to issue is One Hundred Thousand (100,000) shares of common stock, ten dollar par value (\$10.00).

ARTICLE VI. DIRECTORS / OFFICERS

Name and Address

John W. Janney
5420 North Ocean Drive, #602
Singer Island, FL 33404

Karan Janney
5420 North Ocean Drive, #602
Singer Island, FL 33404

Title

Director / President / Treasurer

Director / Secretary

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ARTICLE VII. REGISTERED AGENT

The name and Florida street address of the registered agent is:

Nason Yeager Gerson Harris & Fumero, P.A.
3001 PGA Boulevard, Suite 305
Palm Beach Gardens, FL 33410

ARTICLE VIII. INDEMNIFICATION

A. The Corporation shall to the fullest extent permitted by law indemnify any 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 she is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

B. The Corporation may pay in advance any expenses (including attorneys' fees) that may become subject to indemnification under paragraph A above if the person receiving the advance payment of expenses undertakes in writing to repay such payment if it is ultimately determined that such person is not entitled to indemnification by the Corporation under paragraph A above.

C. The indemnification provided by paragraph A above shall not be exclusive of any other rights to which a person may be entitled by law, bylaw, agreement, vote or consent of stockholders or directors, or otherwise.

D. The indemnification and advance payment provided by paragraphs A and B above shall continue as to a person who has ceased to hold a position named in paragraph A above and shall inure to such person's heirs, executors, and administrators.

E. The Corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Corporation, or who serves or served at the Corporation's request as a director, officer, employee, agent, partner, or trustee of another corporation or of a partnership, joint venture, trust, or other enterprise, against any liability asserted against such person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have power to indemnify such person against such liability under paragraph A above.

F. If any provision in this Article shall be invalid, illegal, or unenforceable, the validity, legality, and enforceability of the remaining provisions shall not in any way be affected or impaired thereby, and, to the extent possible, effect shall be given to the intent manifested by the provision held invalid, illegal, or unenforceable.

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ARTICLE IX. CERTAIN LIMITATIONS ON LIABILITY OF DIRECTORS

Except to the extent that the Business Corporation Act of the State of Florida prohibits the elimination or limitation of liability of directors for breach of the duties of a director, no director of the Corporation shall have any personal liability for monetary damages for any statement, vote, decision, or failure to act, regarding corporate management or policy. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE X. SHAREHOLDER QUORUM AND VOTING

The shareholders may adopt or amend a bylaw that fixes a greater quorum or voting requirement for shareholders than is required by the Florida Business Corporation Act, provided, however, that the adoption or amendment of a bylaw that adds, changes, or deletes a greater quorum or voting requirement for shareholders must meet the same quorum requirement and be adopted by the same vote and voting groups required to take action under the quorum and voting requirement then in effect or proposed to be adopted, whichever is greater.

The undersigned President of the Corporation, for the purpose of domesticating from an Illinois corporation to a Florida Corporation pursuant to the Act, do submit this document and affirm that the facts stated herein are true. I am aware that any 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.

JANNEY LAND & CATTLE COMPANY

By:


John W. Janney, President

Date: January 31, 2023

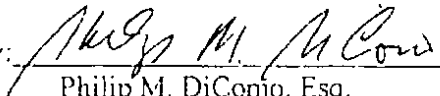
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ACCEPTANCE BY REGISTERED AGENT

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

NASON YEAGER GERSON HARRIS & FUMERO, P.A.

By: 
Philip M. DiConio, Esq.

Date: January 31, 2023

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