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ARTICLES OF INCORPORATION

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## BLACK JACK FISHING, INC.

The undersigned incorporator bereby forms a corporation under Chapter 607 of the Laws of the State of Florida.

ARTICLE I. NAME & ADDRESS the name of the corporation shall be:

BLACK JACK FISHING, INC.

The address of the principal office of this corporation shall be: 5745 Southwest 48 Street, Coral Gables, Florida 33155. The mailing address shall be the same.

### ARTICLE II. NATURE OF BUSINESS

This comporation 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 III. CAPITAL STOCK

The maximum number of shares of took that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$.01 per share.

All of the aforementioned stock shall be issued as fully paid for and exempt from assessment.

The capital stock may be paid for in property, labor, services or money, and, if it be money, it shall issued for such consideration as the directors may fix their first meeting or any other competently organized meeting of the directors when the question of the issuance of stock and the consideration therefore is competently brought meeting; provided, however, that if beiore such the for the issuance of stock is property, consideration servies, or an exchange of the stock for property other than money, then such stock may not be issued unless the Board of Directors, in authorizing such issuance, finds it to be the fact that the value of the property, labor, or services, which onstitute the consideration moving to the corporation in estioning for the issuance of stock has a then fair market value or cost of not less than a figure which together with the sums received for stork issued for cash, is the equivalent of not less than \$500.00, which is the minimum amadent of capital with which the corporation may begin business.

Subject to the provisions aforementioned, property.

labor, services, may also be purchased or paid for with the capital stock at a just valuation of said property, labor or service, to be fixed by the directors of the company. Stock in other corporations or going businesses may be purchased by the corporation in roturn for the issuance of its capital stock and purchases shall be on such basis and for such consideration and the issuance of so much of its capital stock as the directors of the company may decide.

# ARTICLE IV. CAPITAL

The amount of capital with which the corporation may begin business will be not less than IVE HUNDRED AND ND/100 dollars.

# ARTICLE V. ADDE S

The street address of the initial principal office of the corporation shall be: 5745 S. W. 48 Street, Coral Gables, Florida 33155, and the name of the initial registered agent of the corporation is Steve Meeks, whose address is: 5745 S. W. 48 Street, Coral Gables, Florida 33155.

### ARTICLE VI. TERM OF EXISTENCE

This corporation is to exist perpetually.

# ARTICLE VII. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation.

The said directors and said officers just hereinbelow named shall hold office for the first year of the existence of the corporation or until their successors are elected or appointed or until their successors, respectively, shal have qualified; provided, however, that nothing herein contained shall be construed as prohibiting the directors of the corporation from filling vacancies in the Board or from filling vacancies in the officers caused by the resignations of directors or officers.

The directors of this corporation are given the power, by the affirmative vote of a majority of the number of directors then constituting the Board. In adopt By-Laws for the government of the corporation. Nothing herein contained shall be construed as being inconsistent with the inclusion in the By-Laws of any legal provisions relating to the manner and method by whichg By-Laws, once adopted by the directors, may thenceforth be amended.

This corporation shall have the following director initial. The name and street address of the initial member of the Board of Directors is:

Stove Meeks 5745 GW 48 Street Coral Gables, Florida 35155

# ARTICLE VIII. OFFICERS

The name and address of the initial officer of the corporation who shall hold office for the first year or the corporation, or until their successor(s) are elected or appointed is:

Steve Mocks - President, Secretary, Treasurer 5745 SW 48 Street Coral Gables, Florida 33155

### ARTICLE IX. INCORPORATOR

The name and street address of the Incorporporator to these Articles of Incorporation is:

Stove Meeks 5745 SW 48 Street Coral Gables, Florida 33155

# ARTICLE X. STOCKHOLDERS

The stockholders of this corporation may divide themselves into groups for the purpose of obtaining unit control in the corporation and when any agreement is made between stockholders owning at least eighty percent (80%) of the stock then outstanding in the corporation, such agreement shall be binding upon the corporation, shall be recognized by the directors and shall be observed by the officers and agents of the company, and particularly, the stockholders are authorized to include in such agreement—entered into between themselves, provisions which will center upon the individual group the power to elect certain numbers of directors, and in particular, stockholders may include in agreement between themselves the following as valid matters of agreement, to wit:

- (1) The manner and method in which and the percentage by whom the Directors may be elected;
- (2) The making of By Laws and roles for holding meetings and what constitutes a quorum therefore;
- 6.13 Any matters related to effectuating the purposes included in any of the foregoing matters.

binding upon the corporation until there is filed with the President and Secretary of the corporation, in duplicate, a written instrument signed by the persons who originally created such stockholder's agreements (or their successors in ownership, creving such succession in ownership shall have been accomplished in accordance with the terms of the stockholder's agreement) consenting to the revocation and cancellation of the agreements among the stockholders.

Cumulative voting may be permitted by the terms of the By-Laws.

IN WITNESS WHEREOF, the undersigned incorporator, has hereunto set her hand and seal on this <u>20</u> day of January, 1995.

Steve Meeks, Incorporator

STATEMENT OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION OF DLACK JACK FISHING, INC.

STEVE MEEKS, whose address is 5745 SW 48 Street, Coral Gables, Florida 33155, having been designated as the Registered Agent in the above and foregoing Articles of Incorporation of BLACK JACK FISHING, INC., is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

Steve Meeks, Registered AGent

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