

P95000011086

JAMES HARDY

(Requestor's Name)

3484 SW 59 ST

(Address)

FT LAUDERDALE, FL 33312

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 FEB -6 PM 3:33

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****122.50 ****122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. B.I.M. ENTERPRISES INC.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

EFFECTIVE DATE

FEB 2 1995

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

576

CERTIFICATE AND ARTICLES OF INCORPORATION
OF

B.I.M. ENTERPRISES INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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The undersigned persons, having the age of 18 or more, have associated themselves for the purpose of forming a corporation under the laws of Florida and do hereby adopt the following Certificate and Articles of Incorporation.

1. Name. The name of this corporation is B.I.M. ENTERPRISES INC.
2. Purpose and Powers. This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Florida, as they may be amended from time to time, and specifically but not in limitation thereof, the purpose of:

MISCELLANEOUS MANAGEMENT & TRADE

This corporation shall have the broad general powers set forth by regulation and statute in this state.

3. Duration. The duration of this corporation shall be for in perpetuity.
4. Statutory Agent. The corporation appoints JAMES HARDY who has been a bona fide resident of FLORIDA for at least 5 years. This appointment may be revoked at any time in accordance with the rules of the State of Florida.

5. Registered Place of Business. The initial registered place of business shall be:

Street Address: 3484 S.W. 59 ST.
FT. LAUDERDALE
FLA. 33312

Mailing Address: 3484 S.W. 59 ST.
FT. LAUDERDALE
FLA. 33312

EFFECTIVE DATE

FEB 2 1995

Copies of all corporate records shall be kept at the registered place of business.

6. Board of Directors. The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the bylaws. In the case of any increase in the number of directors, the additional directors shall be elected by the shareholders at an annual or special meeting, as shall be provided for in the bylaws.

The initial Board of Directors shall consist of 1 persons, who shall serve until their successors are qualified according to the bylaws, and whose names and addresses are:

Name

Address

JAMES HARDY

3484 S.W. 59 ST.
FT. LAUDERDALE FLA.
33312

7. Amendment of Bylaws. Both the shareholders and the board of directors shall have the power to amend the bylaws as provided in the bylaws.

8. Incorporators. The names and addresses of the undersigned incorporators are:

Name

Address

JAMES HARDY

3484 S.W. 59 ST
FT. LAUDERDALE FLA
33312

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

9. Commencing Business. The minimum amount of capital with which the corporation shall commence business is \$ 100.00

10. Capital Stock. The authorized capital stock of the corporation shall be as follows:

The number of Class "A" shares of common voting stock shall be 100,000 shares with a par value of \$ 3 / .00 per share;

The number of Class "B" shares of common non-voting stock shall be 100,000 shares with a par value of \$ 3 / .00 per share.

a) All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquired in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.

b) The shares of capital stock of the corporation are to be non assessable. The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of the Class "A" voting stock, and every share of Class "A" stock shall have eq. 1 voting rights, i.e., one vote per share. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock, but must declare dividends equally on the Class "A" and Class "B" and common stock.

c) In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be divided among and paid equally to the holders of the Class "A" and Class "B" Common stock, voting and non-voting, according to the number of shares of common stock held by them respectively.

d) The Class "B" non-voting shareholders shall be entitled to receive notice of and to attend and participate in the discussions at all shareholders meetings.

e) The shareholders of the corporation are to be entitled to preemptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

f) The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance of the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. At such meeting the shareholders may determine the method by which the restrictions upon transfer or encumbrance of the capital stock of the corporation may thereafter be rescinded or modified, and in the absence of such a determination, such restrictions shall be rescinded or modified only by unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions on the transfer or encumbrance of a stock of this corporation shall be recorded on all certificates of stock in compliance with the laws of the State of Florida and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

g) The corporation may issue rights and options to purchase share, of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required.

h) In addition to common stock, the corporation may, for the purposes of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts, and maturity dates as the Board of Directors may determine.

NOTICE IS HEREBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by this certificate are subject to certain restrictions which are set forth in the Articles of Incorporation and the Bylaws of this corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences, limitations and relative rights.

f) All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

g) Other preemptive rights adopted by this corporation are as follows:

No other preemptive rights will be awarded without a unanimous vote

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12. Other Provisions. Any other provisions shall be as follows:

a) **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

b) **Indemnification of Directors; Limitation.** No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however, that this Article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for authorizing the unlawful payment of a dividend or other distribution on the corporation's capital stock or the unlawful purchase of its capital stock; (d) a violation of Conflict of Interest Laws; or (e) for any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

c) **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, employees and agents against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, intending that they become effective as of this date: 02-02-95

Printed Name

Signature

JAMES HARDY

James Hardy

STATE OF Florida
COUNTY OF Broward

Date of Acknowledgement

SS.

Acknowledgement. On this date, before me, a Notary Public, personally appeared:

known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.

SS.

Signature of Notary Public

CC 079242

BONDED THRU NOTARY PUBLIC UNDERWRITERS

SS.

Signature of Notary Public

Notary Expiration Date

STATE OF
COUNTY OF

Date of Acknowledgement

SS.

Acknowledgement. On this date, before me, a Notary Public, personally appeared:

known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.

SS.

Signature of Notary Public

Notary Expiration Date

STATE OF
COUNTY OF

Date of Acknowledgement

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STATE OF
COUNTY OF

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SS.

Signature of Notary Public

Notary Expiration Date

STATE OF
COUNTY OF

Date of Acknowledgement

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known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.

SS.

Signature of Notary Public

Notary Expiration Date

9. Statutory Agent. The undersigned, JAMES HARDY, whose place of residence is 3484 S.W. 59 ST. FT LAUDERDALE FLA. 33312 consents to act in the capacity of statutory agent.

Signature of the Statutory Agent

James Hardy

10. Other Provisions. Any other provisions shall be as follows:

IN WITNESS THEREOF, the following incorporators have signed these Articles of Incorporation, intending that they become effective as of this date: 02-02-1995.

Printed Name

JAMES HARDY

Signature

James Hardy

STATE OF Florida
COUNTY OF Broward

SS.

Date of Acknowledgement

Acknowledgment. On this date, before me, a Notary Public, personally appeared:

JAMES HARDY

known to me or satisfactorily proven to be the person whose name is subscribed to this instrument and acknowledged that he executed the same. If this person's name is subscribed in a representative capacity, it is for the principal named and in the capacity indicated.

Signature of Notary Public

SS.

Jeffrey M. Stroup

ARTICLES OF INCORPORATION - SHORT FORM

K-201 • LawForms 8 89



JEFFREY M. STROUP
MY COMMISSION EXPIRES
January 27, 1995
BONDED THIRD PARTY NOTARY PUBLIC UNDERWRITERS

EC 079282
FEB -6 PM 3:33
FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS