

April 28, 1995

Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

RE: Articles of Incorporation for GRAW ENTERPRISES, INC. 700001469567 -05/01/95--01067--006 \*\*\*\*122.50 \*\*\*\*122.50

Dear Sir:

Enclosed are Articles of Incorporation for GRAW ENTERPRISES, INC., a corporation for profit, a copy thereof, designation of resident agent, and my escrow check in the amount of \$122.50 for filing fees.

Your approval, filing, certification and return of the certified copy to the undersigned will be appreciated.

Thank you for your assistance in this matter.

Sincerely,

Kathleen M. Foust for Marilyn Graw, President

Enclosures as stated.



## ARTICLES OF INCORPORATION

OF

## GRAW ENTERPRISES, INC.

### ARTICLE I

### CORPORATE NAME

The name of the corporation shall be: GRAW ENTERPRISES, INC. The principal place of business of this corporation shall be 1101 Hibiscus Blvd., Melbourne, FL 32901-2703.

#### ARTICLE II

## NATURE OF THE BUSINESS

The general nature of the business to be transacted by the corporation is to engage in any and all business permitted under the laws of the State of Florida, the United States or any other state, country, territory or nation.

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#### ARTICLE III

#### TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing on the date of filing of these Articles in the office of the Secretary of State, for the State of Florida.

#### ARTICLE IV

#### CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 7,500 shares with each share having a par value of \$1.00 per share.

#### ARTICLE V

## REGISTERED AGENT IN INITIAL REGISTERED OFFICE

The registered agent and the street address of the initial registered office of this corporation in the State of Florida shall be: Kathleen M. Foust, 17 S. Orlando Avenue, Kissimmee, FL 34741.

The Board of Directors from time to time may move the registered office to any other address in the State of Florida.

## ARTICLE VI

## BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

#### ARTICLE VII

## INITIAL DIRECTORS

The names of the initial directors of this corporation and their street address is/are:

MARILYN GRAW Box 14, 2660 N. Orange Elsm. Tr.

Box 14, 2660 N. Orange Elsm. Tr. Kissimmee, FL 34744

JAMES D. GRAW

Box 14, 2660 N. Orange Blsm. Tr. Kissimmee, FL 34;744

The person named as initial director shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

## ARTICLE VIII

#### INITIAL OFFICERS

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

MARILYN GRAW President Box 14, 2660 N. Orange Blossom Trl. Kissimmee, FL 34744

JAMES D. GRAW Vice-President Box 14, 2660 N. Orange Blossom Trl. Kissimmee, FL 34744

## ARTICLE IX

#### INCORPORATOR

The name and street address of the person signing these Articles of Incorporation as incorporator is/are:

MARILYN GRAW Box 14, 2660 N. Orange Bløm Tr. Kissimmee, FL 34744 JAMES D. GRAW Box 14, 2660 N. Orange Blsm. Tr. Kissimmee, FL 34744

## ARTIC'E X

#### AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XI

#### PREEMPTIVE RIGHTS

Every shareholder upon sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds the right to purchase his prorata share thereof at the price at which it is offered to others.

## ARTICLE XII

#### BY-LAWS

The power to adopt, alter, amend or repeal the bylaws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned incorporators have executed the foregoing Articles of Incorporation on the 2 day of <u>Opul</u>, 1995.

GRAW

JAMES D. GRAW

STATE OF FLORIDA COUNTY OF OSCEOLA

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BEFORE ME, a notary public, personally appeared MARILYNGRAM, and JAMES D. GRAW, who is the person described as incorporators and executed the foregoing Articles of Incorporation, and who provided the following as identification: <u>personal Knowledge</u>, 1 and acknowledged before me that they subscribed to these Articles of Incorporation on the <u>a8</u> day of <u>April</u>, 1995.

(NOTARY SEAL)

KATHLEEN M. FOUST Notary Public - State of Florida My Comm. expires Oct. 11, 1995 Comm. # CC 144220 Kutlun M. Foust Notary Public's Signature State of Florida at Large

Kathleen. M. Foust Notary Public's Printed Name

My Commission Expires:

## ACCEPTANCE OF DESIGNATION

Having been designated as registered agent for the abovenamed corporation to accept service of process at the address below, I hereby accept said designation and agree to act in this capacity and to comply with the revisions of said act relative to keeping open said office.

thleen) Registered Agent

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1017 W	ENTERPRISES, INC NILLOW COURT BAY, FL 32907 C/Zip Phone #	Office Use Only
1(Corr 2(Corr 3(Corr	rporation Name) (Doc	cument #) ::::::::::::::::::::::::::::::::::::
	Pick up time Will wait Photocopy AMENDMENTS Amendment Resignation of R.A., Officer/ Directory	Certified Copy Certificate of Status Certificate of Status Status Corporation Status S
Limited Liability Domestication Other Other Annual Report	Change of Registered Agent Dissolution/Withdrawal Merger REGISTRATION/ QUALIFICATION	RECEIVED 96 APR 19 PH 4:31 DIVISION OF CORPORATIONS
Fictitious Name Name Reservation	Foreign         Limited Partnership         Reinstatement         Trademark         Other	TTLL TAPR 3 0 1996

Examiner's Initials



## FLORIDA DEPARTMENT OF STATE Sandra B. Mortham Secretary of State

April 22, 1996

GRAW ENTERPRISES, INC. 1017 WILLOW COURT PALM BAY, FL 32907

SUBJECT: GRAW ENTERPRISES, INC. Ref. Number: P95000035026

We have received your document for GRAW ENTERPRISES, INC., however, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$35.00.

If you have any questions concerning this matter, please either respond in writing or call (904) 487-6905.

Thelma Lewis Corporate Specialist Supervisor

Letter Number: 896A00018739

# **ARTICLES OF DISSOLUTION**

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Pursuant to section 607.1403, Florida Statutes, this corporation submits the following articles of dissolution:

FIRST:	The name of the corporation is:		
	GRAW ENTERPRISES, INC.		
SECOND:	The date dissolution was authorized: <u>03/31/96</u>		
THIRD:	Adoption of Dissolution		
	X Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.		
	Dissolution was approved by vote of the shareholders through voting groups.		
[The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:			
	"The number of votes cast for dissolution was sufficient for approval by"] (voting group)		
Signed thi	is <u>31st</u> day of <u>MARCH</u> , 19 <u>96</u> .		
Signa	ture × Maily Juw (Zy the Chairman of Vice Chairman of the Board, President, or other officer)		
	MARILYN D GRAW (Typed or printed name)		
	PRESIDENT		

(Title)

## SHAREHOLDER STATEMENT

# CONSENT TO DISSOLVE: GRAW ENTERPRISES, INC.

Purpose of this Document

The purpose of this document is to satisfy Florida business regulation requirements for a copy fo the written consent of all shareholders to dissolve the corporation as well as the requirement for a statement that all shareholders have signed the statement to dissolve.

## Written Consent of All Shareholders

We, the undersigned, are the only shareholders of this corporation and we consent to dissolve the Corporation.  $\gamma_{1/2} \cdot \Lambda$  M

67% OWNER: × // Autum Mau (Shareholder)	<u>03/31/96</u> (Date)
33%_OWNER: (Shareholder)	<u>03/31/96</u> (Date)
(Shareholder)	(Date)
(Shareholder)	(Date)

(Shareholder)

Statement that All Shareholders have Signed Consent to Dissolve

"I certify that all skareholders have signed the statement to dissolve the corporation".

Million Star President)

<u>03/31/96</u> (Date)

(Date)

# **RESOLUTION OF BOARD OF DIRECTORS OF**

## GRAW ENTERPRISES, INC.

REGOLVED, That in the judgement of this Board of Directors, it is deemed advisable and for the benefit of its stockholders that said Corporation should be dissolved; and to that end, as required by law, it is ordered that a meeting of those stockholders of said Corporation having voting power to take action upon this resolution is hereby called, to be held at the principal office of said Corporation, at <u>1017 WILLOW COURT</u> <u>PALM BAY, FLORIDA 32907</u> on this <u>31st</u> day of <u>MARCH</u>, 1996, at <u>9 a.m.</u>, and

RESOLVED, FURTHER, That the Secretary of this Corporation is hereby authorized and directed to cause notice of the adoption of this resolution to be mailed to each stockholder of this Corporation residing in the United States, or elsewhere.

I do hereby certify that I am the duly elected and qualified Secretary, and that the above is a true and correct copy of a resolution duly adopted at a meeting of the Board of Directors thereof, convened and held in accordance with law and the By-laws of said Corporation on this <u>31st</u> day of <u>MARCH</u>, 1996, and that such resolution is now in full force and effect.

IN WITNESS WHEREOF, I have affixed my name as Secretary and have caused the corporate seal of said Corporation to be hereunto affixed, this <u>31st</u> day of <u>MARCH</u>, 1996.

A True Record Attest

Secretary