

P95000069575

PAULA M. KANDEL, ATTORNEY AT LAW

21 River Ridge Trail • Ormond Beach, Florida 32174 • (904) 671-6541 • Fax: (904) 676-0360

August 31, 1995

VIA OVERNIGHT DELIVERY

Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

Re: FIELD, FRIEDHEIM & ASSOCIATES, INC.
Articles of Incorporation - Filing

200001578912
-09/06/95--01088--005
****122.50 ****122.50

Dear Clerk:

Please accept for filing the attached Articles of Incorporation, and a copy of the same, for FIELD, FRIEDHEIM & ASSOCIATES, INC., a for-profit Corporation. Enclosed is my check made payable to the Department of State in the amount of \$122.50 for the filing fees and certified copy of the Articles.

Please return the receipt of filing and certified copy of the Articles of Incorporation to me at the above listed address. Thank you for your assistance in this regard.

Sincerely,

Paula Kandel

Paula M. Kandel
Attorney at Law

cc: Martin Kandel
Marcia Field

1007
9-11-95

**ARTICLES OF INCORPORATION
OF
FIELD, FRIEDHEIM & ASSOCIATES, INC.**

FILED
95 SEP -6 11 0:24
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby associates themselves together to form a for-profit corporation under the laws of the State of Florida.

ARTICLE 1

Name

The name of the corporation is:

FIELD, FRIEDHEIM & ASSOCIATES, INC.

ARTICLE II

Nature of Business

The general nature of the business and the objectives and purposes proposed to be transacted and carried on, are to do any and all things here mentioned, as fully and to the same extent as natural person might or could do, viz:

(A) To market, develop, promote and secure travel business for hotels, attractions, cruise lines and other tourism entities in the State of Florida, the United States and other countries; to deal in any manner whatsoever and in all types and descriptions of product development and sales in this regard, and to do all things and engage in all activities necessary and proper or incidental to said development, consultation, management and marketing of said property and products.

(B) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the law of the State of Florida upon corporation formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE III
Capital Stock

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1000) shares of Common voting stock of \$1.00 par value.

The consideration to be paid for each share shall be paid in money, property, labor or services rendered or to be rendered, at a just valuation to be fixed by the subscribers or by the directors at a meeting called for such purpose. In the event any stockholder wishes to sell, transfer, assign, or encumber his stock he must first receive written approval from all stockholders in accordance with the terms of the Shareholders Agreement executed by the subscribers hereto.

ARTICLE IV
Initial Capital

The amount of capital with which this corporation shall begin business is not less than FIVE HUNDRED DOLLARS (\$500.00).

ARTICLE V
Terms of Existence

The corporation is to exist perpetually.

ARTICLE VI
Address

The initial street address of the principal office of this corporation in the State of Florida is: 21 River Ridge Trail, Ormond Beach, Florida 32174. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE VII
Directors

The initial number of Directors shall be three (3) who need not be stockholders. The number of Directors may be increased or decreased from time to time in such manner as may be prescribed by

the by-laws, but shall never be less than one (1).

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter been a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled, nor shall any thing herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case though not specifically herein provided for.

It is agreed between the Stockholders and Directors that the Stockholder/Director may perform services for the corporation, and to that extent there is no conflict, provided the Stockholders/Directors agree to their service.

ARTICLE VIII **Initial Directors**

The name and street addresses of the members of the first Board of Directors, who subject to the provisions of the Articles of Incorporation, the By-Laws, and the Corporation laws of the State of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are:

Name

Address

Marcia Field

Ormond Beach, Florida 32174

Rosa Mendoza-Friedheim

11900 Biscayne Blvd. Suite 420
Miami, Florida 33181

Martin M. Kandel

21 River Ridge Trail
Ormond Beach, Florida 32174

ARTICLE IX
Incorporator

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

Name

Address

Martin Kandel

21 River Ridge Trail
Ormond Beach, Florida 32174

ARTICLE X
Amendment

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner provided by law; and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE XI
Termination

This corporation shall only terminate by written agreement between the Stockholders, by operation of law, or by a court of competent jurisdiction.

IN WITNESS WHEREOF, the incorporator to these Article of Incorporation has hereunto set his hand and seal this 31 day of August, 1995.

 (Seal)

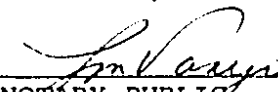
STATE OF FLORIDA)

ss.

COUNTY OF Volusia)

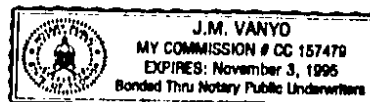
I HEREBY CERTIFY that on this day, before me a Notary Public duly authorized in the State and County named above, to take acknowledgements, personally appeared, MARTIN KANDEL, and to me known/who produced as identification A FLORIDA DRIVER'S LICENSE to be the person described as subscriber in and who executed the foregoing Article of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 31st day of August, 1995.



NOTARY PUBLIC

My Commission expires:



Full Name: _____

CORPORATE ACCESS, INC
1116 D THOMASVILLE RD
TALLAHASSEE, FL 32303

(904) 222-2886

Requestor's Name
P95000069575

City/State/Zip

Phone #

500001716335
0271527857-01099--004
*****87.50 *****87.50

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

1. Field, Friedheim & Associates, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in

☒ Pick up time 2/15/96 3:30

☒ 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 checked="" 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"/>	Trader : k
<input type="checkbox"/>	Other

Examiner's Initials

DC



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

RECEIVED
96 FEB 19 PM 2:31
OFFICE OF THE SECRETARY

February 16, 1996

CORPORATE ACCESS, INC.

SUBJECT: FIELD, FRIEDHEIM & ASSOCIATES, INC.
Ref. Number: P95000069575

We have received your document for FIELD, FRIEDHEIM & ASSOCIATES, 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):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return 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 (904) 487-6906.

Darlene Connell
Corporate Specialist

Letter Number: 996A00006901

Corrected
😊
Thanks Glinda

CERTIFICATE OF AMENDMENT
TO THE ARTICLES OF INCORPORATION
OF
FIELD, FRIEDHEIM & ASSOCIATES, INC.

FILED
95 FEB 19 PM 4:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, MARCIA FIELD, PRESIDENT (title) of Field, Friedheim & Associates, Inc., a Florida corporation, do hereby certify to the Secretary of State, State of Florida that on the 30th day of January, 1996, the following resolution was approved by a greater than majority of the stockholders, said number of votes cast being sufficient for approval of the Amendment, by Written Consent In Lieu of Meeting, pursuant to the provisions of Florida Statutes, Section 607.0704, and direct that this Consent be incorporated into the Minute Book of the Corporation:

RESOLVED, that pursuant to the provisions of the Articles of Incorporation of Field, Friedheim & Associates, Inc. the said Articles of Incorporation are hereby amended by altering Article I in its entirety, so as to read as follows:

ARTICLE I
NAME

"The name of this corporation shall be Hands Across Florida, Inc.
410 NORTH HALIFAX AVENUE, SUITE C, DAYTONA BEACH, FLORIDA
32118".

I DO HEREBY CERTIFY that said resolution has not been altered, amended, or rescinded, and that it is in full force and effect this 30th day of January, 1996.

BY: Marcia Field
MARCIA FIELD
Name
PRESIDENT
Title

WRITTEN CONSENT OF SHAREHOLDERS OF
FIELD, FRIEDHEIM & ASSOCIATES, INC.

PURSUANT to the provisions of Florida Statutes, Sections 607.0704 the undersigned, constituting all the shareholders of Field, Friedheim & Associates, Inc., hereby consent to the following action of the corporation and the Board of Directors of the corporation; direct that this consent be incorporated into the Minute Book of Field, Friedheim & Associates, Inc.; and waive any and all notice of any meeting to consider such action;

RESOLVED that pursuant to the provisions of the Articles of Incorporation of the corporation, the Articles of Incorporation shall be amended by the alteration of Article I to change the name of the corporation to Hands Across Florida, Inc.

FURTHER RESOLVED, that the President and/or Secretary of the corporation is hereby authorized and empowered to execute a Certificate of Amendment of the Articles of Incorporation and to file same with the Secretary of State, and to take such actions as necessary to effectuate the above resolution.

IN WITNESS WHEREOF, the undersigned hereunto have executed this Written Consent In Lieu of Meeting of Shareholders of Field, Friedheim & Associates, Inc this 30th day of January, 1996.

Marcia Field
Marcia Field

Martin Kandel
Martin Kandel

