

1
P95000071975

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

95 SEP 18 PM 4:01
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE

SUBJECT: American Smokers United
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

W95-18153

FROM: Robert Sprinkle
Name (printed or typed)

5720 SE 20th Street
Address

Ocala, FL 34471
City, State & Zip

1-904-624-0994
Daytime Telephone number

900001577549
-09/05/95--01099--014
*****78.75 *****78.75

NOTE: Please provide the original and one copy of the articles.



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 8, 1995

ROBERT SPRINKLE
5720 SE 20TH STREET
OCALA, FL 34471

SUBJECT: AMERICAN SMOKERS UNITED INC.
Ref. Number: W95000018153

We have received your document for AMERICAN SMOKERS UNITED INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6928.

Agnes Lunt
Corporate Specialist

Letter Number: 395A00041622

ARTICLES OF INCORPORATION

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 SEP 18 PM 4:01

The undersigned incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following articles of incorporation.

ARTICLE I NAME

The name of the corporation shall be:

American Smokers United, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

5720 SE 20th Street
Ocala, FL 34471

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is :

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

Robert Sprinkle
5720 SE 20th Street
Ocala, FL 34471

ARTICLE V INCORPORATOR(S)

The name(s) and Street address(es) of the incorporator(s) to these Articles of Incorporation is (are)

Robert Sprinkle
5720 SE 20th Street
Ocala, FL 34471

John W. Raymond
330 NW 45th Street
Gainesville, FL 32607

ARTICLE VI DURATION

The corporation shall have a perpetual existence.

ARTICLE VII PURPOSE

The purpose of this corporation is to engage in the transaction of any or all lawful businesses or activities permitted under the laws of the United States and the State of Florida.

ARTICLE VIII POWERS

The corporation shall have the following powers:

a. All of the powers and privileges granted to corporations for profit under the law pursuant to which this corporation is chartered, and all of the powers and privileges which may be granted unto said corporation or exercised by it under any other applicable laws of the State of Florida.

b. All of the powers reasonably necessary to implement and effectuate the purposes of the corporation, including, but not limited to:

1. To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
2. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use or otherwise deal in and with real property or any interest therein, where ever situated

3 To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of the corporations property and assets

4 To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by mortgage or pledge or of all or any of its property, franchises, and income

5 To lend money for its corporate purposes, invest and re-invest its funds, and take and hold real and personal property as security for the payment thereof

6 To conduct its business, carry on its operations, and have offices and exercise the powers granted herein or by law within or without this state

7 To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

8 To make and alter by-laws, not inconsistent with these Articles of Incorporation or the laws of the state, for the administration and regulation of the affairs of the corporation

9 To purchase, take, receive, or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its shares; however, purchases of its own shares whether direct or indirect shall be made only to the extent of unreserved and unrestricted surplus.

10. To have and exercise all powers necessary or convenient to effect the purposes of the corporation

ARTICLE IX INDEMNIFICATION

Every director and every officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including attorney fees, reasonably incurred by or imposed upon him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by his or her reason of being or having been a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of wilful misfeasance in the performance of his duties; provided that in the event of any claim for reimbursement or indemnification based hereunder upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the board of directors approves such settlement and reimbursement as being in the best interest of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such director or officer may be entitled.

ARTICLE X AMENDMENTS

These Articles of Incorporation may be amended in the following manner

1 The Board of Directors shall adopt a resolution setting forth a proposed amendment submitting said resolution to a vote at either an annual or a special meeting of shareholders.

2. Written notice setting forth a proposed amendment shall be given to each shareholder of record entitled to vote thereon within the time and in the manner provided in the By-Laws for the giving of notice of meetings of stockholders.

3. The proposed amendment shall be adopted upon receiving the affirmative vote of the holders of a majority of the shares entitled to vote thereon.

4 More than one (1) amendment may be submitted to the stockholders and voted upon by them at one (1) meeting.

5 The directors and the stockholders of the corporation eligible to vote may sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted, and such amendment shall thereby be adopted.

6. The stockholders may amend the Articles of Incorporation without an act of the directors at a meeting for which notice of the changes to be made is given.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this

25th day of August, 1995

Signature

Signature

Signature

NOTE: Affixing an officer title after a signature of an incorporator does not constitute the designation of officers.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

95 SEP 18 PM 4:01

September 19, 1995

Florida Department of State
Sandra B. Northam-Sec. of State
Division of Corporations
POB 6327
Tallahassee, FL 32319

Attn: Ms. Agnes Lunt-Corporate Specialist
Re: Your Letter Number 395000041622

Subject: AMERICAN SMOKERS UNITED INC.
Number W95000018153

Dear Ms. Lunt,

In response to your Letter of September 8, 1995 please accept this letter as written acceptance of the duties of registered agent for subject corporation and that I am familiar with the duties and responsibilities as registered agent of said corporation. My name is Robert F. Sprinkle and my signature is recorded below.

Sincerely,



Robert F. Sprinkle
5700 SE 30th Street
Ocala, FL 34471