

# P96000013155

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W. KIRK BROWN, Attorney at Law

(Requestor's Name)

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(City, State, Zip)

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OFFICE USE ONLY

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

1. OPPORTUNITY USA, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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

NEW FILINGS	
<input checked="" 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

D. BROWN FEB 12 1996

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
OPPORTUNITY, USA, INC.**

**FILED**  
96 FEB 12 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I -- NAME**

The name of the corporation shall be **OPPORTUNITY USA, INC.**

**ARTICLE II -- POWERS**

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act, Section 607, Florida Statutes.

**ARTICLE III -- AUTHORIZED SHARES**

The aggregate number of shares that the corporation shall have authority to issue and to have outstanding at any one time is 7,500 shares. All such shares shall be of a single class, designated as common.

**ARTICLE IV -- VOTING RIGHTS**

Each holder of common shares shall have one vote for each such share held of record on all matters submitted for shareholder approval. Except as otherwise specifically required by law, or except as specifically provided in these articles of incorporation, all other matters requiring shareholder approval shall require an affirmative vote of a majority of the shares voting thereon. The holders of the common shares shall have unlimited voting rights and the right to receive the net assets of the corporation upon its dissolution. At each election of directors, no shareholder shall be entitled to cumulate his or her votes in voting for the election of directors.

## **ARTICLE V -- PREEMPTIVE RIGHTS**

The shareholders of the corporation have a preemptive right, granted on uniform terms and conditions prescribed by the Board of Directors, to provide a fair and reasonable opportunity to exercise the right, to acquire proportional amounts of the corporation's unissued shares upon the decision of the Board of Directors to issue them. A shareholder may waive his preemptive right. A waiver evidenced by a writing is irrevocable even though it is not supported by consideration.

## **ARTICLE VI -- INDEMNIFICATION**

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

## **ARTICLE VII -- AMENDMENTS**

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

## **ARTICLE VIII -- DIRECTORS**

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of one (1) Director whose name and address is as follows:

Wayne Funderburke  
11328 Whitehouse Road  
Tallahassee, FL 32311

### ARTICLE IX -- REGISTERED AGENT

The initial registered agent of the corporation is W. Kirk Brown, Attorney at Law. The street address of the corporation's initial registered office is 924 N. Gadsden Street, Tallahassee, FL 32303.

### ARTICLE X -- PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of this corporation shall be: 11328 Whitehouse Road, Tallahassee, FL 32311.

### ARTICLE XI -- INCORPORATOR

The name and address of the incorporator to these Article of Incorporation are:

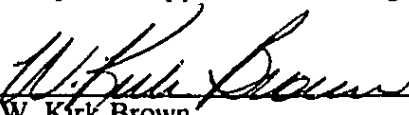
Wayne Funderburke  
11328 Whitehouse Road  
Tallahassee, FL 32311

The undersigned incorporator has executed these Articles of Incorporation this 12 day of February, 1996.

  
Wayne Funderburke

### ACCEPTANCE OF REGISTERED AGENT

W. KIRK BROWN hereby accepts the appointment as Registered Agent of the above corporation.

  
W. Kirk Brown  
Attorney at Law  
924 N. Gadsden St.  
Tallahassee, FL 32303  
(904)222-6128

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA