

P9600XX17635

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_  
FIRM \_\_\_\_\_  
ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Bruce Henley

96 FEB 27 AM 9:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Capital Express™  
☒ Art. of Inc. File \_\_\_\_\_  
☐ Corp. Record Search \_\_\_\_\_  
☐ Ltd. Partnership File \_\_\_\_\_  
☐ Foreign Corp. File \_\_\_\_\_  
☒ ( ) Cert. Copy(s) \_\_\_\_\_  
☐ Art. of Amend. File \_\_\_\_\_  
☐ Dissolution/Withdrawal \_\_\_\_\_  
☐ C U B. \_\_\_\_\_  
☐ Fictitious Name File \_\_\_\_\_  
☐ Name Reservation \_\_\_\_\_  
☐ Annual Report/Reinstatement \_\_\_\_\_  
☐ Reg. Agent Service \_\_\_\_\_  
☐ Document Filing \_\_\_\_\_  
☐ Corporate Kit \_\_\_\_\_  
☐ Vehicle Search \_\_\_\_\_  
☐ Driving Record \_\_\_\_\_  
☐ Document Retrieval \_\_\_\_\_  
☐ UCC 1 or 3 File \_\_\_\_\_  
☐ UCC 11 Search \_\_\_\_\_  
☐ UCC 11 Retrieval \_\_\_\_\_  
☐ File No.'s, \_\_\_\_\_ Copies \_\_\_\_\_  
☐ Courier Service \_\_\_\_\_  
☐ Shipping/Handling \_\_\_\_\_  
☐ Phone ( ) \_\_\_\_\_  
☐ Top Priority \_\_\_\_\_  
☐ Express Mail Prep. \_\_\_\_\_  
☐ FAX ( ) \_\_\_\_\_ pgs. \_\_\_\_\_

LECTIVE DATE  
2-22-96

100001724551  
-02/27/96--01003--022  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RECORDED  
56 FEB 26 PM 3:53  
DEPT. OF CORPORATION

SUBTOTALS

|                                |    |
|--------------------------------|----|
| FEE.....                       | \$ |
| DISBURSED.....                 | \$ |
| SURCHARGE.....                 | \$ |
| TAX on corporate supplies..... | \$ |
| SUBTOTAL.....                  | \$ |
| PREPAID.....                   | \$ |
| BALANCE DUE.....               | \$ |

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED  
DATE 2/26/96  
TIME 4:00 P CK No. \_\_\_\_\_  
BY DD

WALK-IN  
Will Pick Up \_\_\_\_\_

PH 2/27/96

**ARTICLES OF INCORPORATION  
OF  
BRUCE HENLEY CONSTRUCTION, INC.**

**FILED**  
96 FEB 27 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I  
NAME**

RECEIVED DATE  
2-22-96

The name of the corporation is **BRUCE HENLEY CONSTRUCTION, INC.**

**ARTICLE II  
DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if these Articles are not filed by the Department of State of the State of Florida within ten days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

**ARTICLE III  
PURPOSE AND NATURE OF BUSINESS**

The purpose for which this corporation is organized and the general nature of the business to be transacted by this corporation is to engage in the sale of nutritional fruit drinks and other nutritional health related items and any other business not prohibited by law.

**ARTICLE IV  
CAPITAL STOCK**

Authorized Capital. The authorized capital stock of this corporation shall consist of One Hundred (100) shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 101 SW 140 Terrace, Newberry, FL 32669, and the name of the initial registered agent of this corporation at that address is Andrea Henley.

## **ARTICLE VI DIRECTORS**

(a) Number. This corporation shall have Two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

(b) Initial Directors. The name and street address of the members of the first Board of Directors of this corporation are:

| <b>Name</b>   | <b>Address</b>                               |
|---------------|--|
| Bruce Henley  | 101 S.W. 140th Terrace<br>Newberry, FL 32669 |
| Andrea Henley | 101 S.W. 140th Terrace<br>Newberry, FL 32669 |

(c) Compensation. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

(d) Indemnification. The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **ARTICLE VII INITIAL PRINCIPAL PLACE OF BUSINESS**

The principal place of business shall be 101 S.W. 140th Terrace, Newberry, FL 32669.

## **ARTICLE VIII RESTRAINT ON ALIENATION OF SHARES**

No shareholder of this corporation may sell, hypothecate or otherwise transfer said shareholder's shares except to another individual or entity eligible to be a shareholder of this corporation, or as may be agreed upon in any written shareholder agreement.

## **ARTICLE IX BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall thereafter be adopted, altered, amended or repealed from time to time by either the shareholders or the directors, but the directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

## **ARTICLE X INCORPORATOR**

The name and street address of the incorporator of this corporation is:

| <b>Name</b>   | <b>Address</b>                               |
|---------------|--|
| Andrea Henley | 101 S.W. 140th Terrace<br>Newberry, FL 32669 |

## **ARTICLE XI OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| <b>Name</b>                                 | <b>Address</b>                               |
|---|--|
| <b>President</b><br>Bruce Henley            | 101 S.W. 140th Terrace<br>Newberry, FL 32669 |
| <b>Secretary/Treasurer</b><br>Andrea Henley | 101 S.W. 140th Terrace<br>Newberry, FL 32669 |

## **ARTICLE XII AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 22 day of

February, 1996.

**FILED**  
96 FEB 27 AM 9:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Andrea J. Henley  
Andrea Henley

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Andrea J. Henley  
Andrea Henley

Dated: February 22, 1996

**STATE OF FLORIDA  
COUNTY OF ALACHUA**

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of February, 1996, by Andrea Henley, who is personally known to me OR who has produced identification, and who did/did not take an oath.  
Identification produced: Florida Driver's License

Adrienne A. Hood  
NOTARY PUBLIC  
Printed Name:  
Commission Expires  
Commission Expires

