

P96.0000 35145

Jackie Mouse
339 Durham Ranch Rd.
W.P.B. Fl 33405

FILED
MAR 22 PM 1:00
FBI - MIAMI

March 14, 1996

Special Agent in Charge
Federal Bureau of Investigation
Miami, Florida 33133

800001767998
-04/03/96--01055--008
*****70.00 *****70.00

Re: SUNDANCE CLEANING

Dear Sir:

Enclosed for your receipt are original and a copy of the Articles of Incorporation for the above named corporation. Enclosed with a check for the sum of \$96.00 is enclosed which represents the following fees:

| | |
|---------------------------|---------|
| Articles of Incorporation | \$96.00 |
| State of Florida | 00.00 |
| Registration Fee | 00.00 |
| Total | \$96.00 |

Please file the original of the enclosed Articles of Incorporation and retain a certified copy for the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,

Jackie Mouse

Jackie Mouse

Enclosure

~~1596~~ 7696

F. CHESSEA APR 23 1996

196A 16300



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 9, 1996

JACKIE MOUSEL
339 PUTNAM RANCH ROAD
WEST PALM BEACH, FL 33405

SUBJECT: SUNDANCE CLEANING, INC.
Ref. Number: W96000007696

We have received your document for SUNDANCE CLEANING, INC. and your check(s) totaling \$70.00. 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.

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

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) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 196A00016300

ARTICLES OF INCORPORATION OF

SUNDANCE CLEANING, INC.

FILED
SEP 23 PM 1:20
CLERK OF DISTRICT COURT
SOUTH DAKOTA

The undersigned, acting as Incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

1. Name. The name of "SUNDANCE CLEANING, INC."
2. Duration. The period of its duration is perpetual.
3. Purpose. The purpose is to engage in any activities or business permitted under the laws of the United States and Florida.
4. Capital Stock. The corporation is authorized to issue 1,000 shares, all of one class, at \$1.00 par value.
5. Initial Registered Office and Agent. The name and address of the initial registered agent and office of this corporation is as follows: JACKIE MOUSEL, 339 Putnam Road, West Palm Beach, FL 33405
6. Shareholders. All powers of the corporation rest with the Shareholders. These Articles of Incorporation may be amended by the shareholders in the method provided in the 20th Article. The shareholders may also adopt bylaws for governing the conduct of corporate affairs. Said Bylaws must be approved by a majority of the voting shares of stock at any regularly scheduled or specially called meeting of the shareholders. All Directors and officers are bound by these Articles of Incorporation and any Bylaws that may be adopted. The Bylaws may be amended as provided therein by the shareholders. These

Articles will govern in the event of any conflict between them and the bylaws.

7. Shareholder Meetings. An annual meeting of the shareholders will be held on the first Monday in June at 10:00 a.m. at the main corporate office in Florida. Other meetings may be held from time to time as called by the Board of Directors or as otherwise provided in the Bylaws. The filing of these Articles shall constitute sufficient notice to all shareholders of the annual meeting.

8. Shareholder Quorum and Voting. Sixty percent (60%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of a majority of those shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

9. Board of Directors. All corporate powers not specifically withheld by the shareholders shall be exercised by or under the authority of a Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one. The Board of Directors shall elect one of their members a chairman and the chairman shall serve at the pleasure of the Board and shall be the Chief Executive Officer of the Corporation.

The names and addresses of the initial directors of this

corporation are:

JACKIE MOUSEL

119 PUTNAM RANCH ROAD

WEST PALM BEACH, FL. 33405

10. Election of Directors. The members of the Board of Directors shall be elected by the Shareholders at its annual meeting and shall serve a term of one year or until the next annual shareholder's meeting. The Board shall be filled by the candidates receiving the highest number of votes for the positions available, with each shareholder entitled to one vote per share.

11. Cumulative Voting. In any election of directors by the shareholders, each shareholder of record shall have the right to cumulate his shares and to give one candidate as many votes as the number of directors to be elected multiplied by the number of shares equals, or to distribute them on the same principle among as many candidates as he sees fit, provided however, that notice shall be given by any shareholder to the President or a Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to cumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the bylaws of the corporation.

12. Non-resident Directors. Directors need not be residents of this state or shareholders.

13. Directors' Authority to Fix Compensation. Directors shall have authority to fix their compensation.

14. Director Quorum and Voting. Two thirds of the directors shall constitute a quorum for a meeting of the directors of this corporation. If all of the Directors are present, a majority vote shall govern. If not all the Directors are present, but at least two-thirds are present, the affirmative of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of 100 percent (100%) of the directors present and voting, shall be the act of the Board of Directors.

15. Director Conflict of Interest. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director

or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

16. Indemnification. The corporation may be empowered to indemnify any officer or director, or any former officer or director in the manner set out and provided for in the bylaws of this corporation.

17. Removal of Directors. At a meeting of shareholders called expressly for that purpose, any one director, or the entire Board of Directors, may be removed, with or without cause, by a vote of a majority of the shares then entitled to vote at an election of directors. A replacement director may be elected immediately by a majority of the voting shares to fill the unexpired term of the removed director.

18. Pre-emptive Rights. Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time

be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares proempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

19. Stock Transfer Restriction.

a. No stockholder shall dispose of any stock in the corporation except in conformity with the articles of incorporation and laws of the State of Florida.

b. A written offer to the corporation shall be made prior to any proposed passage or disposition of the stock bought under this Agreement. In the case of the death of any stockholder, his personal representative shall make a written offer to the company prior to any distribution, passage or distribution of the shares of stock, but in any event within two years after the date of the shareholder. In the case of the passage or disposition of stock in any voluntary or involuntary manner whatsoever, including but not limited to passage or disposition in the manner mentioned above as well as

under judicial order, legal process, execution, attachment, enforcement or a pledge, trust or encumbrance or sale under any of them, a written offer to the company within thirty (30) days after the passage or disposition, if an offer had not previously been made in connection with that passage or disposition.

c. The corporation shall thereupon have the option for thirty days after receipt by the corporation of notice as aforesaid, to purchase said shares of stock at the purchase price hereinafter provided. If the corporation has a right of repurchase or redemption, as set forth above, the price shall be as stated in the right of repurchase clause.

d. If the offer to sell the shares is not accepted by the corporation within thirty (30) days, then the remaining shareholders may pro rata within thirty (30) days of the rejection in writing by the corporation of lapse of its time for performance, have the option to purchase all of the shares of stock owned by the transferor. If any shareholder does not elect to purchase, the shares shall be offered pro rata to the remaining shareholders. The notice to elect to purchase shall be in writing and shall be given to the transferor by the corporation or the shareholders and shall specify a date for the closing of the purchase which shall not be more than thirty (30) days after the date of receipt of said notice.

e. The purchase price of any shares of stock purchased pursuant to the terms of this Agreement and later offered for sale by the purchaser shall be as follows:

Option 1. The price for each share of stock shall be equal to its "book value". The term "book value" shall mean the value of the capital stock of the corporation as shall be determined by the firm of certified public accountants retained by and used by the corporation as of the date of receipt of said offer to sell or as of the date of death of a stockholder, in accordance with generally accepted methods or accounting principles, giving due regard to prior accounting methods of the corporation. However, if no such firm exists, or if the firm is unable or unwilling to undertake such determination, then the selling shareholder or his personal representative and the purchaser shall jointly select a firm of certified public accountants who shall perform the work and render a determination as to such "book value".

Option 2. The price for each share of common stock sold under the terms of this agreement shall be equal to its "fair market value," which shall be determined by an appraisal to be made by an appraiser jointly selected by the selling shareholder or his personal representative and the surviving shareholders of the corporation, as the case may be. Each party shall select his or its own appraiser and the appraisal shall be determined and rendered by the appraisers so selected.

Option 3. The shareholders shall stipulate each year as to the purchase price to be paid for the stock as of the last day of the fiscal year of the corporation by affixing to the bylaws of the corporation a schedule establishing the

price per share to be paid for the stock of the corporation.

f. If the shareholders and the transferor are unable to agree as to the value of the shares to be sold and purchased or as to which option to select for determining the value of said shares, then the matter shall be submitted for arbitration as follows: Each shareholder shall select a certified public accountant, and such accountants shall then appoint another accountant and the decision of accountants representing parties with a majority of the outstanding shares of stock of the corporation, with the independent C.P.A. having a tie breaking vote, shall be final and binding upon the shareholders, their executors, administrators or personal representatives. The cost of such accounting shall be borne equally by the shareholders unable to reach agreement.

20. Amendment of Articles. The power to adopt, alter, amend or repeal the Articles of Incorporation of this corporation shall be vested in the shareholders by a majority vote and must be done at any meeting of a quorum of the shareholders upon ten days notice to all shareholders by U.S. mail to the last known addresses of the shareholders on the corporate stock ledger. It shall be the duty of each shareholder to notify the corporate secretary of the correct addresses for mailing purposes.

21. Incorporators. The names and addresses of the Incorporators signing these Articles of Incorporation are:

Jackie Mousel

119 PUTNAM RANCH ROAD
WEST PALM BEACH, FL. 33405

IN WITNESS WHEREOF, the undersigned Incorporators have
executed these Articles of Incorporation this 18th day of
March, 1996.

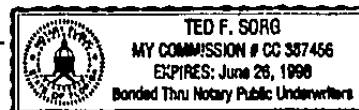
Jackie Mousel
Jackie Mousel
President
Incorporator

STATE OF FLORIDA)
)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned authorities, personally appeared
Jackie Mousel to me known to be the persons who executed the
foregoing Articles of Incorporation for SUNDANCE CLEANING, and
they acknowledged to and before me that they executed such
instrument.

IN WITNESS WHEREOF, I have hereunto set my hand and seal
this 26th Day of March, 1996.

Ted F. Sorg
Notary Public
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: SUNDANCE CLEANING, INC.

2. The name and address of the registered agent and office is:

JACKIE MOUSEL

(Name)

339 Putnam Ranch Road

(P.O. Box NOT acceptable)

WEST PALM BEACH, FL 33405

(City/State/Zip)

FILED
96 APR 22 PM 1:00
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE

Jackie Mousel

DATE

4-13-96

P96000035145

SUNDANCE CLEANING
Jackie Mousol
339 Putnam Ranch Road
West Palm Beach, Fla 33405

561-582-6975

I am requesting that my company(Sundance Cleaning) be dissolved. I no longer have any contracts with the state for cleaning.

Thank You,

Jacqueline Mousel
Owner

900002083473--3
-02/11/97--01053--012
*****35.00 *****35.00

SH 2/14
Diss.

FILED
97 FEB 10 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: SUNDANCE CLEANING, INC.

SECOND: The articles of incorporation were filed on: April 22, 1996

THIRD: (CHECK ONE)

☒ None of the corporation's shares have been issued.

☐ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 20th day of JANUARY, 19 97

Signature

Jacqueline Mousel

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

JACQUELINE MOUSEL

(Typed or printed name)

OWNER / PRESIDENT OF SUNDANCE CLEANING

(Title)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 FEB 10 PM 2:02

FILED