

7960000044507

Ernestine O. Brown
Requestor's Name

4283 Wintergreen Road
Address

Greensboro, NC 27403
City/State/Zip

582-8075
Phone #

RECEIVED

96 MAY 24 AM 11:29

DIVISION OF CORPORATION

Office Use Only

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

1. Donald Brown & Associates Incorporated
(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 |

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Will Wait

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DIVISION OF CORPORATION

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| Examiner's Initials | |
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DONALD, BROWN AND ASSOCIATES INCORPORATED

ARTICLES OF INCORPORATION

FILED

96 MAY 24 AM 11:39

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

FIRST

The undersigned Richard L. Donald and Earnestine O. Brown whose respective business address 4283 Wintergreen Road, Greenwood, Florida, 32443, being at least eighteen years of age do hereby form a corporation under the general laws of the State of Florida authorizing the formation of a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

SECOND

The name of the corporation (which is hereinafter called the corporation) is DONALD, BROWN AND ASSOCIATES INCORPORATED.

THIRD

The principle place of business and mailing address of this corporation shall be 4283 Wintergreen Road, Greenwood, Florida, 32443.

FOURTH

TO ENGAGE IN, THE BUSINESS ASPECTS OF CONSULTING: AS CONSULTANTS, MANAGERS, RESEARCHERS, DOCUMENT PREPARERS.

TO CONSULT AND ASSIST WITH DOCUMENT PREPARATION FOR INDIVIDUALS SEEKING IMMIGRATION BENEFITS.

TO DO LEGAL RESEARCH AND TECHNICAL GRANT AND PROPOSAL WRITING.

TO ENGAGE IN, THE BUSINESS ASPECTS OF REAL PROPERTY, REAL ESTATE DEVELOPMENT (RESIDENTIAL AND COMMERCIAL), PROPERTY MANAGEMENT, AND REAL ESTATE FINANCING;

TO PURCHASE, BUILD, RENOVATE, SELL, RENT, AND MANAGE REAL PROPERTY;

TO ENGAGE IN THE DEVELOPMENT AND FINANCING OF REAL PROPERTY, BOTH RESIDENTIAL AND COMMERCIAL;

To purchase or otherwise acquire, take, own, hold, mortgage or otherwise lien, lease, rent, sell, convey, exchange, transfer, improve, develop, manage, operate and in any manner deal in and with and dispose of real property in Florida or elsewhere;

To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable or transferable instruments and

evidences of indebtedness where secured by mortgage or otherwise, so far as may be permitted by laws of the State of Florida;

To do each and every thing necessary, suitable, or proper for the accomplishment of any of the purposes or the attainment of any one or more of the objects therein enumerated, or which shall at any time appear conducive to or expedient for the protection or benefit of this Corporation;

To acquire, and pay for in cash, stocks or bonds, of this Corporation or otherwise, the good will, rights assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation;

To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of licenses and privileges, inventions, improvements, and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of the Corporation;

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes or the attainment of any of the objects or the furtherance of any of the powers herein before set forth, either alone or in association with other corporations, firms, or individuals, and to do every other act or thing incidental to or growing out of or connected with aforesaid objects or purposes or any part or parts thereof, provided the same is not consistent with the laws under which this Corporation is organized;

The foregoing objects and purposes shall, except when otherwise specified, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes;

The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character by the General Laws of the State of Florida now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude any powers, rights and privileges so granted or conferred.

FIFTH

The address of the principal office of the Corporation in Florida is:

4283 Wintergreen Road
Greenwood, Florida 32443

SIXTH

The name and address of the resident agent of the Corporation in Florida is:

Earnestine Oliver Brown
4283 Wintergreen Road
Greenwood, Florida 32443

SEVENTH

The Corporation shall be authorized to issue stock;

EIGHTH

The total number of shares of stock which the Corporation has authority to issue is (100) shares of the par value of (1.00) a share, all of one class, and having an aggregate par value of (\$1,000.00).

NINTH

The number of directors of the corporation shall be one (2), which number may be increased or decreased pursuant to the By-Laws of the corporation and to the extent permitted by law. The names of the directors who shall act until the first annual meeting or until her successor(s) is/are duly chosen and qualified are Richard L. Donald and Earnestine O. Brown.

TENTH

The name and addresses of the incorporators to these Articles of Incorporation are:

Richard L. Donald
4283 Wintergreen Road
Greenwood, Florida 32443

Earnestine O. Brown
4283 Wintergreen Road
Greenwood, Florida 32443

ELEVENTH

The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the corporation and of its directors and officers:

Any contract or other transaction between this Corporation and any one or more of its Directors individually or jointly, or between this Corporation and any other firm, corporation, or association of which one or more of its Directors are stockholders, members, officer, directors, or employees, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of such Directors which acts upon or in reference to such contract or transaction, if the fact of such interest shall be disclosed or known to the Board of Directors

and the Board of Directors shall authorize, approve, or ratify such contract or transaction by affirmative vote of a majority of the disinterested Directors, even if the disinterested Directors constitute less than a quorum at such meeting. Such Director or Directors may be counted in determining the presence of the quorum at such meeting. Every person who may become a Director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects herein above stated, this Corporation shall have all and singular the following powers:

The Corporation shall have the power to enter into, or become a partner in, any arrangement for union of interest, or cooperation, joint venture, or otherwise, with any person, firm, or corporation, to carry on any business which this Corporation has the direct or incidental authority to pursue.

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors. All of the Directors shall sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. Each Director and Officer or former Director or Officer of this Corporation, including in each case their respective executors and administrators, shall be indemnified by the Corporation against liabilities, fines, penalties, and claims imposed upon or asserted against him, including amounts paid in settlement, by reason of having been such a Director or Officer, whether or not then continuing so to be, and against all expenses, including counsel fees reasonably incurred by him in connection therewith, but the indemnification shall be limited to conduct wherein the Director or Officer or such other person described above,

(a) Acted in good faith;

(b) Reasonably believed.

(1) In case of conduct in the Director's official capacity with Corporation, that the conduct was in the best interest of the Corporation; and

(2) In the case of any criminal proceeding, had no reasonable cause to believe that the conduct was unlawful.

Indemnification may be against judgments, penalties, fines settlements, and reasonable expenses actually incurred by the Director in connection with any proceeding. However, of the proceeding was one by or in the right of the Corporation, indemnification may be made only against reasonable expenses and may not be made in respect of any proceeding in which the

Director shall have been adjudged to be liable to the Corporation.

In the event of a settlement, the indemnification shall be made only upon approval by the court having jurisdiction or upon determination by the Board of Directors that such settlement was or, if still to be made, is in the best interests of the Corporation. If the determination is to be made by the Board of Directors, it may rely as to all questions of law on the advice of General Counsel of the Corporation, if such counsel is not involved therein or, if involved, then on the advice of independent counsel. The right of indemnification hereby provided shall be in addition to any other rights of which any Director or Officer may be entitled.

The enumeration herein of specified powers of the Corporation shall not be held to limit or restrict in any way any other lawful means by which the Corporation shall regulate its internal affairs.

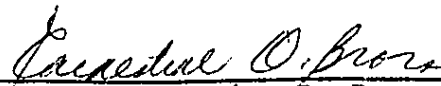
TWELFTH

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, we have signed these Articles of Incorporation on May 23, 1996 and severally acknowledge the same to be our act.



Richard L. Donald



Earnestine O. Brown

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

FILED

96 MAY 24 AM 11:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 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:

Donald, Brown and Associate Incorporated
(must include suffix)

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

Earnestine D. Brown
(NAME)

4283 Windergreen Road
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Greenwood, Florida 32443
(CITY/STATE/ZIP)

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.

Earnestine D. Brown
(SIGNATURE)

May 24, 1996
(DATE)

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Requestor's Name
Address
City/State/Zip
Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Office Use Only

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(Corporation Name) (Document #)
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- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

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Examiner's Initials

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: Donald, Brown and Associates Incorporated

SECOND: The articles of incorporation were filed on: 5/24/96

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 1st day of May, 19 97.

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

Earnestine O. Brown
(Typed or printed name)

Vice President / Secretary
(Title)

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97 MAY -1 PM 12:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA