

P96000057571

TRANSMITTAL LETTER

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

EFFECTIVE DATE

7-1-96

SUBJECT: BROWDER ASSOCIATES, INC.
LATITUDE, INC.
(Proposed corporate name - must include suffix)

9600001877139
05/26/96--01/41-010
*****70.00 *****70.00

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

FROM: WILLIAM E Woods
Name (printed or typed)

2100 HIGH AVE
Address

PANAMA CITY, FLORIDA 32405
City, State & Zip

(904) 872-8818
Daytime Telephone number

FILED
96 JUL -9 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

12 6.26
D-13678

7.9.96
KR



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

FILED
96 JUL -9 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 27, 1996

WILLIAM E WOODIS
2100 HIGH AVE
PANAMA CITY, FL 32405

SUBJECT: LATITUDE, INC.
Ref. Number: W96000013678

We have received your document for LATITUDE, 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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6052.

Kimberly Rolfe
Document Specialist

Letter Number: 496A00031962

ARTICLES OF INCORPORATION
OF
Brouwer Associates, INC.

FILED

96 JUL -9 PM 2:32

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

7-1-96

Article I - Name

The name of the corporation is Brouwer Associates, Inc.

Article II - Duration

This corporation shall exist perpetually commencing on the date of July 1, 1996, or upon the date of filing.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

The corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights Of Shares Of Capital Stock

Voting Rights: Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

Article VI - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the principal office and of the initial registered office of this corporation is 2511 Thomas Drive, Panama City Beach, Florida 32408, and the name of the initial registered agent of this corporation at that address is Galina M Brouwer.

Article VIII - Initial Board of Directors and Officers

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

**Galina M Brouwer
2511 Thomas Drive
Panama City Beach, Florida 32408**

Article IX - Incorporators

The name and address of the person signing these articles is as follows:

**Galina M Brouwer
2511 Thomas Drive
Panama City Beach, Florida 32408**

Article X - By-Laws

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and the shareholders.

Article XI - Restrictions on Transfer of Stock

Shares of capital stock shall be issued initially to the following person: Galina M Brouwer 100%. Shares held by the initial shareholders listed above may not be resold or

otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

Article XII - Cumulative Voting

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

Article XIII - Calling Of Special Meetings

Special meeting of shareholders may be called by a majority of the outstanding shares.

Article XIV - Shareholder Quorum and Voting

Fifty-one percent (51%) 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, fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter, shall be the act of the shareholders.

Article XV - Shareholders Meeting Required

The shareholders of this corporation may take action by written consent as provided by law.

Article XVI - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the directors of this corporation.

Article XVII - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting in the matter to be voted upon, the affirmative vote of a majority of the remaining directors shall be the act of the Board of Directors.

Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent as provided by law.

Article XX - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

Article XXI - Amendment

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

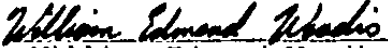
IN WITNESS WHEREOF the undersigned subscribers have executed these Articles of Incorporation on this 6th day of July, 1996.


Galina M Brouwer

STATE OF FLORIDA
COUNTY OF BAY

BEFORE ME personally appeared Galina M Brouwer to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

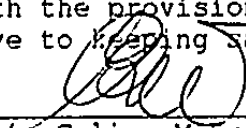
WITNESS my hand and official seal, this 6th day of July, 1996.


William Edmond Woodis
NOTARY PUBLIC
(AFFIX SEAL)

WILLIAM EDMOND WOODIS
Notary Public - State of Florida
My Commission Expires Sept. 24, 1999
Commission No. CC 497620

ACKNOWLEDGEMENT BY DESIGNATED AGENT

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 40.091, Florida Statutes, relative to keeping said office open.


Galina M Brouwer

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED