

P96000057578

Beth Wilson
Requestor's Name

1700 S. Tamiami Trail
Address

Venice, FL 34293
City/State/Zip Phone #

FILED

PM 2:38

STATE
FLORIDA

SECRET
5/20/96--01100--018
*****70.00 *****70.00

Office Use Only

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

1. _____
(Corporation Name) (Document #)
2. _____ W96-13294
(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 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 |

Beth Wilson GAVE
AUTHORIZATION BY PHONE TO
CORRECT Principal Office
DATE 7-9-96
DOC. EXAM KB

Examiner's Initials

KB
7-9-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1996

BETH WILSON
1700 S. TAMiami TRAIL
VENICE, FL 34293

SUBJECT: EVANGELINE ENTERPRISES, INC.
Ref. Number: W96000013294

We have received your document for EVANGELINE ENTERPRISES, 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):

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 complete Article(s) VI.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the 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) 487-6927.

Kathy Hyman
Document Specialist

Letter Number: 396A00031123

FILED
96 JUL -5 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
EVANGELINE ENTERPRISES, INC.

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, hereby form this corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is EVANGELINE ENTERPRISES, INC.

ARTICLE II

This corporation may engage in any activity or business permitted under the laws of the United States and of this State.

ARTICLE III
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is TWO HUNDRED AND FIFTY THOUSAND shares of common stock having a nominal or par value of One (\$1.00) Dollar.

ARTICLE IV
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is TEN THOUSAND DOLLARS.

ARTICLE V
TERM OF EXISTANCE

This corporation is to exist perpetually.

ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial ^{registered}_{principal} office of this corporation is 1700 SOUTH TAMiami TRAIL, VENICE, FLORIDA 34293, and the name of the initial registered agent of this corporation is RAY E. BURGESS.

ARTICLE VII
DIRECTORS

This corporation shall have (4) FOUR directors initially. The number of directors may be increased from time to time, by by-laws adopted by the stockholders, but shall never be less than

ARTICLE VIII
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are;

| <u>NAME:</u> | <u>ADDRESS:</u> |
|-------------------|---|
| RAY E. BURGESS | 1700 SOUTH TAMiami TRAIL VENICE, FLORIDA 34293 |
| BARBARA J. MANUEL | 330 SUNSET BEACH DRIVE VENICE, FLORIDA 34293 |
| JOHN W. CLAFFEY | 1700 SOUTH TAMiami TRAIL VENICE, FLORIDA 34293 |
| MARY BETH WILSON | 1700 SOUTH TAMiami TRAIL VENICE, FLORIDA 34293 |

ARTICLE IX
SUBSCRIBERS

The names and post office addresses of the subscribers of these Articles of Incorporation are:

| <u>NAME:</u> | <u>ADDRESS:</u> |
|-------------------|---|
| RAY E. BURGESS | 1700 SOUTH TAMiami TRAIL VENICE, FLORIDA 34293 |
| BARBARA J. MANUEL | 330 SUNSET BEACH DRIVE VENICE, FLORIDA 34293 |
| JOHN W. CLAFFEY | 1700 SOUTH TAMiami TRAIL VENICE, FLORIDA 34293 |
| MARY BETH WILSON | 1700 SOUTH TAMiami TRAIL VENICE, FLORIDA 34293 |

ARTICLE X
TRANSFERABILITY OF SHARES

Any and all of the stockholders of this corporation may from time to time enter into such agreements as may seem expedient to them, relating to the shares of stock held by them, and limiting the transferability thereof; and thereafter any transfer of said shares shall be made in accordance with the terms of said agreement provided that before the actual transfer of said shares on the books of the corporation, written notice of such agreement shall be given to this corporation by filing a copy thereof with the s⁵ecretary of the corporation, and a reference to such agreement shall be stamped, written or printed upon the certificate representing said shares, and the By-Laws of this corporation shall likewise include proper provisions for the making of such agreements as aforesaid.

ARTICLE XI
PREEMPTIVE RIGHTS

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

(1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

ARTICLE XII
CUMULATIVE VOTING RIGHTS

The principal of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he may see fit. Each stockholder may, if he desires, cast fewer than all the votes to which he is entitled at an election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the Board of Directors.

ARTICLE XIII
TRANSACTIONS WITH INTERESTED DIRECTORS OR OFFICERS

In the absence of fraud, no contract or other transactions between this corporation and any other corporation or any individual or firm shall be in any way affected or invalidated by the fact that any of the directors or officers of this corporation are interested in such contract or transaction; provided that such interest shall be fully disclosed or otherwise known to the Board of Directors in the meeting of said Board at which such contract or transaction is authorized or confirmed; and provided, further, that any such directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation who are so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE XIV
DIRECTORS - INDEMNIFICATION

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in connection with such action, suit, or proceedings, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action, or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly reasonable entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors (subject to the approval of a majority of stockholders) that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a

preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defence of any action, suit, or proceeding, or in defence of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or wilful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

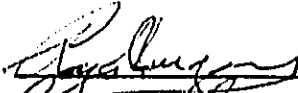
(e) If any expense or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders or written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

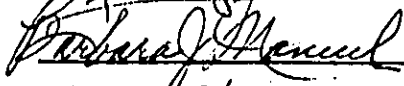
**ARTICLE XV
REPLACEMENT OF STOCK CERTIFICATES**

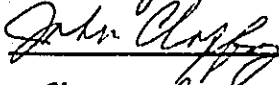
The Board of Directors may, by resolution, provide for the issuance of stock certificates to replace lost or destroyed certificates.

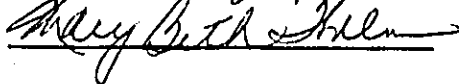
**ARTICLES XVI
AMENDMENT**

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved at a stockholders' meeting by a majority of the stock entitled to vote thereon.









STATE OF FLORIDA
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a duly authorized Notary Public, personally appeared

Mary Beth Wilson and John Claffey


to me known to be the persons described as Subscribers herein and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 13th day of June 1996.

Subscribers ~~do~~/did not take an oath.



SHELBY M NUNGESSER
My Commission CC316238
Expires Sep. 27, 1997
Bonded by ANB
800-952-5678


Signature of Notary Public
Shelby M. Nungesser
Printed or typed name of Notary

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a duly authorized Notary Public, personally appeared

Ray E. Burgess

who produced Florida Driver's license, and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 13th day of June 1996.

Subscriber ~~did~~/did not take an oath.

Shelby M. Nungesser
Signature of Notary Public

Shelby M. Nungesser
Printed or typed name of Notary

STATE OF FLORIDA

COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day before me, a duly authorized Notary Public, personally appeared

Barbara J. Manuel

who produced Florida Driver's license, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she subscribed to said Articles of Incorporation.

WITNESS my hand and official seal in the State and County aforesaid, this 13th day of June 1996.

Subscriber ~~did~~/did not take an oath.



SHELBY M NUNGESSER
My Commission CC319226
Expires Sep. 27, 1997
Bonded by ANS
800-852-5878

Shelby M. Nungesser
Signature of Notary Public

Shelby M. Nungesser
Printed or typed name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

96 JUL -5 PM 2:38
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

FIRST....that **EVANGELINE ENTERPRISES, INC.** desiring to organize or qualify under the laws of the State of Florida with its principal place of business at the City of Venice, State of Florida, has named **Ray E. Burgess**, located at 1700 South Tamiami Trail, Venice, Florida 34293 State of Florida as its agent to accept service of process within Florida.




Signature of Corporate Officer

Title: President

Date: 6/11/96

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



Signature of Resident Agent

Date: 6/11/96