

P96000065246

July 19, 1996

Florida Department of Corporations
PO Box 6327
Tallahassee, FL 32314

200001902342
-07/23/96--01125--002
****122.50 ****122.50

Re: *KgubC Enterprises, Inc.*

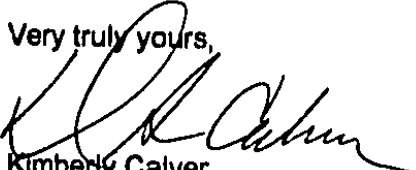
Ladies and Gentlemen:

Enclosed please find Articles of Incorporation for the above named corporation along with a check in the amount of \$122.50 which represents filing fees and a certified copy of the Articles.

Also enclosed for your convenience is a self addressed envelope for returning the certified copy of Articles.

Thank you for your attention.

Very truly yours,


Kimberly Calver
22096 Aqua Court
Boca Raton, FL 33428
561-852-7787

W96-15
JUL 24 1996 BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUG 5 1996



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 24, 1996

KIMBERLY CALVER
22096 AQUA COURT
BOCA RATON, FL 33428

SUBJECT: KGUBC ENTERPRISES, INC.
Ref. Number: W96000015560

We have received your document for KGUBC ENTERPRISES, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(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.

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) 487-6925.

Brenda Baker
Corporate Specialist

Letter Number: 296A00035749

**ARTICLES OF INCORPORATION
OF
KgubC ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for the purpose hereinafter stated, under and pursuant to the laws of the State of Florida, does hereby declare as follows:

ARTICLE I
NAME

The name of the corporation shall be KgubC Enterprises, Inc.

ARTICLE II
BUSINESS AND PURPOSE

The nature of the business which may be transacted by the corporation is as follows:

This corporation may engage in any activity or business permitted under the laws of the State of Florida, and shall enjoy all the rights and privileges of a corporation granted by the laws of the State of Florida.

ARTICLE III
STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 100 shares of common stock, and shall be without par value. The capital stock may be paid for in property, labor or services at a just valuation, to be fixed by the incorporators or by the directors at a meeting called for such purpose, or at the organization meeting. Property, labor or services may be purchased or paid for with the capital stock at a just valuation of said property, to be fixed by the directors of the corporation. Stock in other corporations or going businesses may be purchased by the corporation, in return for the issuance of its capital stock, and said purchases shall be on such basis and for such consideration as the issuance of so much of the capital stock as the directors of the company may decide.

ARTICLE IV
TERM OF EXISTENCE

This corporation shall have a perpetual existence unless sooner dissolved according to law.

ARTICLE V
PRINCIPAL OFFICE

The principal office or place of business of the corporation shall be located at 22096 Aqua Court, Boca Raton, Florida, 33428, with privilege of having its offices and branch offices at other places within or without the State of Florida.

ARTICLE VI
REGISTERED OFFICE AND REGISTERED AGENT

The registered agent of this corporation shall be Craig P. Calver, a resident of Florida, and the registered office of the corporation shall be 22096 Aqua Court, Boca Raton, FL 33428.

ARTICLE VII
INITIAL DIRECTORS

The name and address of the first Board of Directors, who, subject to the provisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence, or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>ADDRESS</u>
Craig P. Calver	22096 Aqua Court, Boca Raton, FL 33428
Kimberly A. Calver	22096 Aqua Court, Boca Raton, FL 33428

ARTICLE IX
SUBSCRIBERS

The name and street address and number of shares of stock subscribed to by each person named in these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Craig P. Calver	22096 Aqua Court, Boca Raton, FL 33428	50
Kimberly A. Calver	22096 Aqua Court, Boca Raton, FL 33428	50

ARTICLE X ASSIGNMENT OF SUBSCRIPTION RIGHTS

The original incorporator of the corporation shall have the right, upon its organization, to assign and deliver his subscription of stock to any other person who, upon acceptance of such assignment, shall stand in lieu of the original incorporator, and assume and carry out all the rights, liabilities and duties entailed by such subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

ARTICLE XI INITIAL OFFICERS

The names, offices and street addresses of the first officers of this corporation who, subject to the revisions of these Articles of Incorporation, shall hold office for the first year of the corporation's existence or until their successors are elected and shall have qualified, are the following:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
Craig P. Calver	President, Secretary	22096 Aqua Court, Boca Raton, FL 33428
Kimberly A. Calver	Vice President, Treasurer	22096 Aqua Court, Boca Raton, FL 33428

ARTICLE XII MANAGEMENT

The corporation shall be managed by the Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida, including, without limitation, the power:

A. To hold meetings, to have one or more offices, and to keep the books of the corporation, except as otherwise expressly provided by law, and such places, whether within or without the State of Florida, as may from time to time be designated by the board.

B. To make, alter, and repeal By-Laws of the corporation, subject to the reserved power of the stockholders to make, alter and repeal By-Laws.

C. To determine whether, and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the corporation, or any of them, shall be open to the inspection of the stockholders, and no stockholder shall have any right to inspect any account, record, book, or document of the corporation, except as conferred by the laws of the State of Florida or as authorized by the board.

D. To declare and pay dividends upon the shares of capital stock of the corporation, either out of net assets in excess of liabilities, including capital, or out of net earnings, and to direct the use and disposition of such net assets in excess of liabilities, including capital and of such net earnings, all in accordance with the provisions of the laws of the State of Florida.

E. To fix and determine from time to time, an amount to be set apart out of any of the funds of the corporation available for dividends, a reserve or reserves for working capital or any other proper purpose, or to abolish any such reserve or reserves.

F. To make any lawful disposition of any paid-in or of capital surplus, or create any reserves out of the same, or charge to the same organization expenses or other similar expenses properly chargeable to capital account.

G. To apply or use any funds of the corporation lawfully available for the purchase or acquisition of shares of the capital stock or bonds or other securities of the corporation, in the market or otherwise, at such price as may be fixed by the board, and to such extent and in such manner and for such purposes and upon such terms as the board may deem expedient and as may be permitted by law.

H. From time to time, in such manner and upon such terms and conditions as may be determined by the board, to provide and carry out and recall, abolish, revise, alter, or change, one or more plan or plans for:

(i) The issue, or the purchase and sale of its capital stock or granting of options therefor to any or all of the employees, officers and directors of the corporation, or of any subsidiaries, and the payment of such stock in installments or at one time, with or without the right to vote thereon, pending payment therefor in full, and for aiding any such persons in paying for such stock by contributions, compensation for services, or otherwise;

(ii) The participation by any or all of the employees, officers, or directors of the corporation, or of any subsidiaries in the profits of the corporation, or of any branch, division, or subsidiary thereof, as part of the corporation's legitimate expenses; and

(iii) The furnishing of any or all of the employees, officers or directors of the corporation, or of any subsidiaries, at the expense, wholly or in part, of the corporation for insurance against accident, sickness, or death, pensions during old age, disability, or unemployment or retirement benefits.

I. From time to time to authorize and issue obligations of the corporation, secured or unsecured, to include therein such covenants and restrictions and such provisions as to redemption, subordination, convertibility, or otherwise, and with such maturities as the board, in its sole discretion, may determine; and to authorize the mortgaging of, granting a security interest in, or pledging of, as security therefor, any part or all of the property of the corporation, real or personal, including after-acquired property.

ARTICLE XIII TRANSACTIONS WITH RELATED PARTIES

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable

because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes approves or ratifies such contract or transaction, or because his or their votes are counted for such purpose, if:

A. The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested directors; or

B. The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote, and they authorize, approve or ratify such contract or transaction by vote or written consent; or

C. The contract or transaction is fair and reasonable as to the corporation at the time it is authorized 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 a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XIV
INDEMNIFICATION OF OFFICERS AND DIRECTORS

This corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law, either now or hereafter.

IN WITNESS WHEREOF, I have made, subscribed and acknowledged these Articles of Incorporation, this 11th day of July, 1996.



Craig P. Calver, President

STATE OF FLORIDA

COUNTY OF PALM BEACH

} ss:

I HEREBY CERTIFY that the foregoing instrument was acknowledged before me by
Craig P. Calver, this 11th day of July 1996.

My Commission Expires: January 8, 1999

Martha Lozano
Notary Public State of Florida [SEAL]
Print Name: MARTHA LOZANO

☒ Personally known or ☐ produced identification
Type of Identification Produced:



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


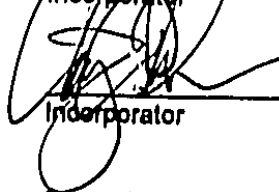
Pursuant to the provisions of Section 608.415, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

The name of the Corporation is:

KgubC Enterprises, Inc.

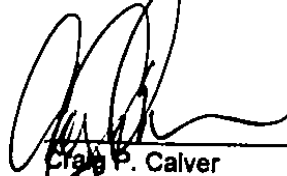
1. The name and address of the registered agent and office is:

Craig P. Calver
22096 Aqua Court
Boca Raton, FL 33426


Incorporator

Incorporator

Date: July 29, 1996

Having been named as Registered Agent and to accept service of process for the above stated Corporation at the place designated above, 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.


Craig P. Calver

Date: July 29, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA