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TRANSMITTAL LETTER

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SEC. OF STATE
TALLAHASSEE, FLORIDA

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

PRN

SUBJECT:

~~PRN~~ Enterprises, Inc.

(Proposed corporate name - must include suffix)

ENCLOSURE
11/20/96

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

ADDITIONAL COPY REQUIRED

FROM:

Rachele F. Lengelsen

Name (Printed or typed)

W416-24108

2305 West 12th Street

Address

Panama City, FL 32401-1640

City/State & Zip

1-904-914-2612

Daytime Telephone number

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

TH
11-20-96



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

November 14, 1996

RACHELE F. LENGELSEN
2305 WEST 12TH STREET
PANAMA CITY, FL 32401-1640

SUBJECT: PRN ENTERPRISES, INC.
Ref. Number: W96000024108

We have received your document for PRN ENTERPRISES, INC. and your check(s) totaling \$78.75. 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.

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: 496A00051928

ARTICLES OF INCORPORATION
OF
PRN ENTERPRISES, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article I - Name

The name of this Corporation is: PRN ENTERPRISES, INC.

Article II - Address

The mailing address of the principal office of this Corporation is:
2305 WEST 12 TH STREET
PANAMA CITY, FL 32401-1640

Article III - Duration and Purpose

This Corporation shall exist perpetually commencing on the date of the execution and acknowledgment of these Articles.
This Corporation is organized for the purpose of transacting any or all lawful business.

Article IV - Stock

This Corporation is authorized to issue 100 shares of stock.

Article V - Preferences, Limitations,
and Relative Rights of Shares of Stock

Voting rights: Except as otherwise stated 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 stock.

Article VI - Preemptive 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 at the price at which it is offered to others.

Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is:

2305 WEST 12 TH STREET
PANAMA CITY, FL 32401-1640

The name of the initial registered resident agent of this Corporation at that address is:

PEDRO F. BRACHO

Article VIII - Initial Board of Directors

This Corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The names of the initial directors of this Corporation are:

RACHELE F. LENGELSEN

and

PEDRO F. BRACHO

Article IX - Incorporators

The names and addresses of the persons signing these Articles are:

RACHELE F. LENGELSEN
2305 WEST 12 TH STREET
PANAMA CITY, FL 32401-12640
and

PEDRO F. BRACHO
2305 WEST 12TH STREET
PANAMA CITY, FL 32401-1640

Article X - Bylaws

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

Article XI - Restrictions on Transfers of stock

Shares of stock of this Corporation shall be issued to the following persons and in the amounts set opposite their names:

RACHELE F. LENGELSEN 50 SHARES

And

PEDRO F. BRACHO 50 SHARES

Shares held by the initial shareholder listed above may not be resold or 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 further be specified by written agreement among all of the shareholders and this Corporation.

Article XII - Cumulative Voting

At each 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 of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

Article XIII - Calling of Special Meetings

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

Article XIV - Shareholders Quorum and Voting

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

Article XV - Management of Corporation by shareholders

All Corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation.

Article XVI - Director Quorum and Voting

A majority of directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of all of the directors present, or if a director(s) has abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of all of the remaining directors, shall be the act of the Board of Directors.

Article XVII - Meeting by Conference Telephone

Members of the Board of Directors by means of conference telephone as provided by law.

Article XVIII - Action by Directors Without a Meeting

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

Article XIX - Indemnification

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

The undersigned subscribers have executed these Articles of Incorporation this:
FOURTH day of NOVEMBER, 1996.

Rachele F. Lengelsen
Rachele F. Lengelsen

Pedro F. Bracho
Pedro F. Bracho

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: PRN Enterprises, Inc

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

Pedro F Bracho
(NAME)
2305 W 12 Street
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)
Panama City FL 32401
(CITY/STATE/ZIP)

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SECRETARY OF STATE
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.

Pedro Bracho
(SIGNATURE)

11-15-96
(DATE)