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Blaine Kloeckner

Requestor's Name

10088 Daisy Av

Address

Palm Beach Gardens, FL 33410

City/State/Zip

Phone #

(561) 694-0511

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-12/24/96--01175--001

\*\*\*122.50 \*\*\*122.50

Office Use Only

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

1. Florida-Michigan Enterprises, Inc.

(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

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96 DEC 24 PM 12:19  
TALLAHASSEE, FLORIDA

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

Examiner's Initials

ARTICLES OF INCORPORATION

FLORIDA-MICHIGAN ENTERPRISES, INC.

BLAINE KLOECKNER, a natural person competent to contract does hereby make, subscribe, acknowledge and file in the office of the State of Florida for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida, these Articles of Incorporation, as by law provided.

ARTICLE I

NAME

The name of this corporation shall be FLORIDA-MICHIGAN ENTERPRISES, INC.

ARTICLE II

GENERAL NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida, including but not limited to retail sales.

ARTICLE III

The maximum number of shares of capital stock authorized to be issued by this corporation shall be ONE THOUSAND (1000) shares having a par value of \$1.00 per share. Each of the said shares shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of the said capital stock may be paid for in cash, in property (other than stock or securities), or in labor or services at a fair valuation to be fixed by the

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TALLAHASSEE

WATSON'S  
CORPORABLE

Incorporators, or by the Board of Directors, at a meeting called for such purpose. All stock when issued shall be fully paid for and shall be nonassessable.

#### ARTICLE IV

##### INITIAL CAPITAL

The stock of this corporation shall be issued pursuant to a plan under Section 1244 of the Internal Revenue Code of 1954 as amended by the Small Business Tax Revision Act of 1958. The amount of capital with which this corporation shall begin business shall be Five Hundred Dollars (\$500.00).

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

##### PRINCIPAL OFFICE

The following shall be the street address and the principal office of this corporation, but the corporation shall have the power to move the principal office to any other address in the State of Florida and to establish branch offices and other places of business at any such other places within or without the State of Florida that may be deemed expedient:

10088 DAISY AVENUE  
PALM BEACH GARDENS, FL. 33410

#### ARTICLE VII

##### DIRECTORS

There shall be a Board of Directors for this corporation which shall consist of not less than one (1) and not more than three (3) the number of same to be fixed by the corporate by-laws. Each of said Directors shall be of full age and at least one of them shall be a citizen of the United States. Any one (1) Director may be removed

without cause, at any annual or special meeting of the Stockholders, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the outstanding stock of the corporation may be entitled to vote at said meeting. Any officer of the special meeting of the Board of Directors, where a quorum is present in person or by proxy, by the affirmative vote of a majority of the Directors present at said meeting.

#### INITIAL BOARD OF DIRECTORS

The name and address of the first Board of Directors is:

BLAINE KLOECKNER

10088 DAISY AVENUE  
PALM BEACH GARDENS, FL 33410

The member of the first Board of Directors, unless otherwise provided by the By-laws, or unless removed as provided herein, shall hold office for the first year of the corporate existence or until his successors are elected and appointed and have qualified.

#### ARTICLE IX

##### SUBSCRIBERS

The name and address of the Subscriber to these Articles of Incorporation are as follows:

BLAINE KLOECKNER

10088 DAISY AVENUE  
PALM BEACH GARDENS, FL 33410

#### ARTICLE X

##### CONFLICT OF INTEREST

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be afflicted or invalidated by the fact that any one of the officers of this corporation are pecuniarily or otherwise interested in, or are Directors or Officers of such other corporation provided that any Director individually or any firm of which any Director

may be a member, may be a party to, may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and Director of the Corporation who is also a Director or Officer of such other corporation who is so interested may be counted in determining the existence of the quorum at any such meeting of the Board of Directors of this Corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such a Director or Officer of such other corporation or not so interested.

#### INDEMNIFICATION

Every Director and every Officer of this corporation shall be indemnified by this corporation against all expenses and liabilities including counsel fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party or to which he may become involved, or any appeal therein, by reason of his being or having been a Director or Officer of this corporation, whether or not he is a Director at the time such expense are incurred, except in such case wherein the Director or Officer is adjudged guilty of willful misfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon settlement by the Directors or Officer seeking such reimbursement or indemnification, the indemnification therein shall only apply if the Board of Directors approve such settlement of reimbursement as being in the best interest of the corporation. The forgoing right of indemnification shall be in addition to, and not exclusive of, all other rights to

which such Directors or Officers may be entitled to as a matter of law or otherwise.

#### ARTICLE XII

##### ASSIGNMENT OF SUBSCRIPTIONS

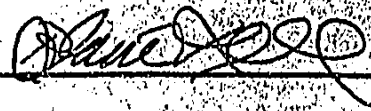
The original Subscriber to these Articles of Incorporation shall have the right, upon incorporation, to assign and deliver his subscription to any other person, firm or corporation who may thereafter become Subscribers to the capital stock of their corporation who upon acceptance of such assignment, shall stand in lieu of the original Subscribers, and assume and carry out all the rights, liabilities and duties entailed by such Subscribers subject to the laws of the State of Florida, and the execution to the necessary instruments of assignment.

#### ARTICLE XIII

##### AMENDMENT

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter by the laws of the State of Florida, and all rights conferred upon the Stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I have executed these Articles of Incorporation for the uses and purposes herein stated.

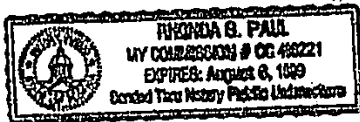
  
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STATE OF FLORIDA  
COUNTY OF Leon

I HEREBY CERTIFY that on this day before me a Notary Public duly authorized in the State and County named to take acknowledgements, personally appeared BLAINE KLOECKNER, to me known to be the person described as Subscriber to the foregoing Articles of Incorporation, in and who executed the same and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and Official seal at Leon County, Florida  
this 24th day Dec 1996.

My Commission Expires:



  
\_\_\_\_\_  
Notary Public



CERTIFICATE DESIGNATION (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED

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96 DEC 24 PM 12:19  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes the following  
is submitted, in compliance with said Act:


First - That FLORIDA-MICHIGAN ENTERPRISES, INC.  
NAME OF CORPORATION

desiring to organize under the laws of the State of Florida with  
its principal office, as indicated in the Articles of Incorporation  
at the city of Palm Beach Gardens, County of Palm Beach, State of  
Florida, has named BLAINE KLOECKNER  
NAME OF RESIDENT AGENT  
Located at 10088 DAISY AVENUE,

City of Palm Beach Gardens, County of Palm Beach, State of Florida,  
as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated  
corporation at place designated in the certificate, I hereby accept  
to act in this capacity and agree to comply with the provision of  
said act relative to keeping open said office.

  
Resident Agent

RECEIVED  
TALLAHASSEE, FLORIDA  
DECEMBER 24, 1996