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ACCOUNT NO. : 072100000032

REFERENCE : 214197 4327828

AUTHORIZATION : Patricia Pignatelli

COST LIMIT : \$ ~~300.00~~ 122.50

ORDER DATE : January 8, 1997

ORDER TIME : 9:22 AM

ORDER NO. : 214197-010

EFFECTIVE DATE  
1-7-97

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CUSTOMER NO: 4327828

CUSTOMER: Ms. Paulette Clark  
ALLEY MAASS ROGERS & LINDSAY,  
P.A.  
321 Royal Poinciana Pl., South  
Palm Beach, FL 33480-0431

DOMESTIC FILING

NAME: KATHARINE VENTURES, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Karen B. Rozar

EXAMINER'S INITIALS:

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 JAN -8 PM 2:48

FILED

7 JAN -8 AM 10:43  
SECRETARY OF CORPORATION

RECEIVED

1-8-97  
KR

**ARTICLES OF INCORPORATION  
OF  
KATHARINE VENTURES, INC.**

EFFECTIVE DATE  
1-7-97

FILED  
97 JAN -8 PM 2:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this corporation is Katharine Ventures, Inc.

**ARTICLE II - DURATION**

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these Articles.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of ONE DOLLAR (\$1.00) par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any unissued stock of this corporation for cash, assets or other consideration, 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 VI - PRINCIPAL OFFICE; MAILING ADDRESS**

The principal office of this corporation is 1600 S.E. 17th Street, Ste. 404, Fort Lauderdale, FL 33316. The mailing address of the corporation is The Colonnade, 5500 Wayzata Blvd. Ste. 950, Golden Valley, MN 55416.

**ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 321 Royal Poinciana Plaza, Palm Beach, Florida 33480, and the name of the initial registered agent of this corporation at that address is Warren D. Hayes, Sr.

**ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be fewer than one. The name and address of the initial director of this corporation is:

Lee R. Anderson, Sr.  
The Colonnade, 5500 Wayzata Blvd. Ste. 950  
Golden Valley, MN 55416.

**ARTICLE IX - INCORPORATOR**

The name and address of the sole incorporator and person signing these Articles is:

Warren D. Hayes, Sr.  
321 Royal Poinciana Plaza  
Palm Beach, FL 33480.

**ARTICLE X - INDEMNIFICATION**

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

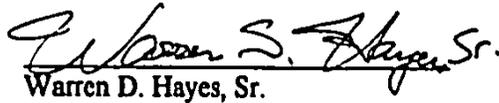
**ARTICLE XI - BY-LAWS**

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

**ARTICLE XII - AMENDMENT**

This 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.

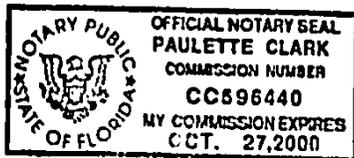
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 7th day of January, 1997.

  
Warren D. Hayes, Sr.

STATE OF FLORIDA            )  
  ) ss:  
COUNTY OF PALM BEACH    )

The foregoing was acknowledged before me this 7th day of January, 1997, by Warren D. Hayes, Sr., who is personally known to me.

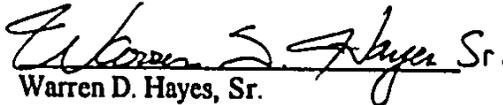
  
\_\_\_\_\_  
Signature of Person Taking  
Acknowledgment



\_\_\_\_\_  
Name typed, printed or stamped  
Title or Rank: \_\_\_\_\_  
Serial Number: \_\_\_\_\_

Acceptance of Designation

The undersigned, Warren D. Hayes, Sr., hereby accepts the designation of himself as registered agent for Katharine Ventures, Inc. and agrees to serve in compliance with all applicable Florida Statutes. I am familiar with and accept the obligations of my position as registered agent.

  
Warren D. Hayes, Sr.

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