

P97000003895

*Law Office of Ray Mattox*

*176 East Central Avenue*

*P.O. Box 917*

*Winter Haven, Florida 33882-0917*

*(941) 299-2068*

FILED

97 JAN -9 AM 8:32

SECRET  
TALLAHASSEE, FLORIDA

January 6, 1997

Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-01/09/97--01052--003

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Incorporation of MIDLAN DEVELOPMENT CORP., INC.

Dear Sir:

Please find enclosed the following regarding the above referenced matter:

1. Original Articles of Incorporation for profit Corporation.
2. Check in the amount of \$70.00.

Further, we do not wish to receive a certified copy of the Articles of Incorporation.

Please file these articles as soon as possible and if you have any questions or concerns, please do not hesitate to contact our office.

Sincerely,

*Michelle Ritter*

Michelle Ritter

legal secretary to RAY MATTOX, ATTORNEY-AT-LAW

:mr  
enclosure

24  
1-15-97

ARTICLES OF INCORPORATION  
OF  
MIDLAM DEVELOPMENT CORP., INC.

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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person, competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of this corporation shall be MIDLAM DEVELOPMENT CORP., INC.

ARTICLE II

The general nature of the business or businesses to be transacted and which corporation is authorized to transact, in addition to those authorized by the Laws of the State of Florida, and the powers of said corporation, in addition to the powers granted by the State of Florida, shall be as follows:

Section 1: To develop real estate into motel, hotel and Hostel type public accommodations, including indoor Flea Markets and all other commercial properties. Further, to establish a Foundation with the objective of helping introduce women into the business world and assist in their advancement therein.

Section 2: To buy, own, hold, rent, purchase, or otherwise lawfully acquire, and to sell, mortgage, pledge, hypothecate, lease (as lessee or lessor), or in any manner whatsoever dispose of, and to invest, trade or deal in, personal property and real property of every kind, description and all interests therein.

SECTION 3: To acquire, hold, lease (as lessee or lessor),

manage, operate, develop, control, build, erect, maintain, either direct or through ownership of stock in any corporation, and lands, buildings, houses, offices, business blocks, stores, warehouses, mills, shops, plants, factories, lofts, dehydrators, dryers or other structures, machinery, rights, easements, permits, privileges, franchises, licenses and all appurtenances thereto of every kind and description, and all other things which may at any time be necessary or convenient for the purposes of the corporation, and to sell, dispose of, lease, convey, mortgage or otherwise encumber said property or any part thereof.

Section 4: To purchase, apply for, hold, assign, lease (as lessee or lessor), or otherwise acquire, and to sell, transfer, pledge, or otherwise dispose of, mortgage or otherwise encumber, franchises, easements, rights, privileges, formulas, licenses, trademarks, trade names, patents, patent rights, copy-rights, inventions, improvements, and process, and pending applications therefore, such as may relate to and be used or useful in connection with any business conducted by the corporation.

Section 5: To borrow money and to issue bonds, debentures, trade acceptances, notes, or other evidence of indebtedness or obligations, from time to time, for any lawful corporate purposes, and to secure same by mortgage, pledge, warehouse receipts, deeds of trust, or otherwise to charge any and all of the properties, rights, privileges and franchises, to secure the payment thereof, to enter into, make, perform or carry out contracts of every kind and description for any lawful purpose without limit as to amount, with any person, firm,

association or corporation; to make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, warrants, and other negotiable and transferable instruments.

Section 6: To advance money and to give credit or lend the credit of this corporation to any person or persons, firm or firms, association or associations, corporation or corporations, and to acquire by purchase, subscription or otherwise, and to hold, sell, assign, transfer, exchange, pledge or otherwise dispose of any share of the capital stock or bonds or other securities or evidence of indebtedness issued or created by any corporation or association, including the shares of stock or bonds or other securities or evidence of indebtedness issued by this corporation or by any corporation, firm or association organized under the laws of the State of Florida, or any other state, territory, district or of any foreign country.

Section 7: To acquire the good will, assets, rights and property, and to assume the whole or any part of the liabilities of any person, firm, association or corporation, and to pay for the same in cash, stocks or bonds of this corporation, or otherwise.

Section 8: To engage generally in any business which the stockholders may deem proper in furtherance of any of the objects hereinabove mentioned, to all intents and purposes and to the same extent and in the same manner and to the same effect as in the case of an individual.

Section 9: To do each and every act necessary or proper for the accomplishment of any of the above or hereinafter mentioned or

enumerated purposes of this corporation, as fully as a natural person might or could do as principal or agent, by contract or otherwise, both within and without the State of Florida.

Section 10: To establish, maintain and conduct branch offices and agencies wherever necessary or convenient throughout the world for the purpose of transacting the business of this corporation; to employ, hire, contract with and engage any and all person to assist in the operation and maintenance of said corporation and its properties; to act as agent for any person, partnership, firm, association or corporation, for transacting any business authorized by this Article, for or incidental to the purposes set forth in the foregoing subdivisions of this Article.

Section 11: This corporation from time to time may do any one or more of the acts and things, or carry out any one or more of the purposes herein set forth, and may transact business in the State of Florida, in other States, in the District of Columbia, in the districts, dependencies and colonies of the United States, and in foreign countries.

Section 12: The foregoing enumeration of specific powers shall not be held to limit or restrict the powers of the corporation, but each of the purposes, objects and powers so enumerated shall be regarded as independent and separate.

### ARTICLE III

The total authorized capital stock of this corporation shall be Eight Hundred (800) shares, at no-par value.

#### ARTICLE IV

The amount of capital with which this corporation will begin business will be Five Hundred (\$500.00) Dollars.

#### ARTICLE V

This corporation shall have perpetual existence.

#### ARTICLE VI

The address of the principal office of this corporation shall be 130 Jay Drive, Winter Haven, Florida 33880, but the corporation shall have the power to establish branch offices and other places of business at such other places within the State of Florida as may be determined and deemed expedient by the stockholders.

#### ARTICLE VII

The name and street address of the subscribers of the Articles of Incorporation, the number of shares of stock they agree to take is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
DARLENE MIDLAM	130 JAY DRIVE WINTER HAVEN, FL. 33880	100
KENNETH HALEY	6985 SCARBORO DRIVE FT. MYERS, FL. 33919-6944	100
SHIRLEY SKIPPER	215 BINGHAM STREET EAGLE LAKE, FLORIDA 33839	100
SUSAN PEREZ	130 JAY DRIVE WINTER HAVEN, FL. 33880	100
JOSEPH CUNNANE	70 CHARLOTTE DRIVE WINTER HAVEN, FL. 33880	100
ROGER WORDYKE	10512 DOUGLAS DRIVE SW TACOMA, WASHINGTON 98499	100
LINDA ROGEL	3418 90TH STREET SOUTH #13 TACOMA, WASHINGTON 98409	100

BONNIE GRIMES                      710 EXECUTIVE CENTER DRIVE                      100  
APT. 11-19  
WEST PALM BEACH, FL. 33401

ARTICLE VIII

The name and address of the officers of the corporation to hold office until new officers shall be elected by the stockholder, is:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
DARLENE MIDLAM	130 JAY DRIVE WINTER HAVEN, FL. 33880	PRESIDENT & CEO
KENNETH HALEY	6985 SCARBORO DRIVE FT. MYERS, FL. 33919-6944	VICE-PRESIDENT, LAND DEVELOPMENT
SHIRLEY SKIPPER	215 BINGHAM STREET EAGLE LAKE, FL. 33839	VICE-PRESIDENT, FOUNDATION
ROGER NORDYKE	10512 DOUGLAS DRIVE SW TACOMA, WASHINGTON 98499	VICE-PRESIDENT, BUILDING
SUSAN PEREZ	130 JAY DRIVE WINTER HAVEN, FL. 33880	VICE-PRESIDENT, PUBLICITY
BONNIE GRIMES	710 EXECUTIVE CENTER DRIVE APT. 11-19 WEST PALM BEACH, FL. 33401	VICE-PRESIDENT, PERSONNEL
LINDA ROGEL	3418 90TH STREET SOUTH #13 TACOMA, WASHINGTON 98409	SECRETARY
JOSEPH CUNNANE	70 CHARLOTTE DRIVE WINTER HAVEN, FL. 33880	TREASURER

ARTICLE IX

These Articles of Incorporation and the By-Laws hereof, may be amended in the manner provided by law and may specifically include increasing the officers and providing for a Board of Directors. Every amendment shall be approved by the officers, proposed by them to the stockholders and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the stockholders sign a written statement manifesting their intention

that a certain amendment of these Articles of Incorporation be made.

ARTICLE X

The Registered Agent of this corporation is RAY MATTOX, and the Registered Office is located at 170 East Central Avenue, Winter Haven, Florida 33882-0917.

IN WITNESS WHEREOF, the subscribers have signed these Articles of Incorporation in their names and affixed their seals there.

Darlene Midlam  
DARLENE MIDLAM

Kenneth Haley  
KENNETH HALEY  
BY: Darlene Midlam ATTEST-IN-FACT

Shirley Skipper  
SHIRLEY SKIPPER

Roger Nordyke  
ROGER NORDYKE

Susan Perez  
SUSAN PEREZ

Bonnie Grimes  
BONNIE GRIMES

Linda Rogel  
LINDA ROGEL

Joseph Cunnane  
JOSEPH CUNNANE

STATE OF FLORIDA )  
                                  )  
COUNTY OF POLK    )

BEFORE ME, the undersigned authority, personally appeared DARLENE MIDLAM, KENNETH HALEY, SHIRLEY SKIPPER, ROGER NORDYKE, SUSAN PEREZ, BONNIE GRIMES, LINDA ROGEL and JOSEPH CUNNANE, who executed the foregoing Articles of Incorporation, and acknowledged before me that they signed the same for the purposes stated therein.

WITNESS my hand and official seal in the County and State above written this 30<sup>th</sup> day of December, 1996.



OFFICIAL SEAL  
MICHELLE S. RITTER  
My Commission Expires  
May 2, 1997  
Comm. No. CC 281885

Michelle S. Ritter  
NOTARY PUBLIC

My Commission Expires

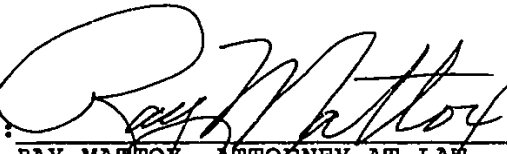


ACKNOWLEDGEMENT BY RESIDENT AGENT

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TALLAHASSEE FLORIDA

Having been named to accept service of process for the above stated corporation, at place designated in this 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.

BY:

  
RAY MATTOX, ATTORNEY-AT-LAW  
Resident Agent