

PA 7000014055



Panama Jack, Inc.
4501 S.W. 34th Street
Orlando, FL 32811

Office Use Only

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

1. _____ (Corporation Name) (Document #)
2. **Fresh Horses, Inc.** (Corporation Name) (Document #)
3. _____ (Corporation Name) (Document #)
4. _____ (Corporation Name) (Document #)

FILED
 97 FEB 12 AM 9:31
 CLERK OF COURT
 1111 N. W. 10th St.
 MIAMI, FL 33136

- ☐ Walk in
 ☐ Pick up time _____
 ☐ Certified Copy
☐ Mail out
 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

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

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 ****131.25 ****131.25

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

W97-2534
R.A. P.O.
610
2/13

Examiner's Initials	
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 31, 1997

PANANA JACK INC.
% CATHERINE COOK
4501 S.W. 34TH STREET
ORLANDO, FL 32811

SUBJECT: FRESH HORSES, INC.
Ref. Number: W97000002534

We have received your document for FRESH HORSES, INC. and check(s) totaling \$131.25. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A post office box is not an acceptable address for the registered agent.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

If you have any questions concerning the filing of your document, please call (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 597A00005272

407-843-8110

ARTICLES OF INCORPORATION

OF

FRESH HORSES, INC.

I, the undersigned, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, do hereby certify as follows:

ARTICLE I

The name of this corporation shall be:

FRESH HORSES, INC.

ARTICLE II

This corporation may conduct or engage in any activity or business now or hereafter permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The corporation may use and apply its surplus earnings or accumulated profits authorized by law to be reserved to the purchase or acquisition of property and to the purchase or acquisition of its own capital stock from time to time, and to such extent and in such manner and upon such terms as its Board of Directors shall determine and to hold the same in its treasury to be thereafter sold, issued or disposed of when and in such manner as the Board of Directors may deem expedient; and neither such property nor the capital stock so purchased or acquired, nor any of its capital stock taken in payment or satisfaction of any debt due to the company shall be regarded as profits for the purpose of declaration or payment of dividends, unless otherwise determined by a majority of the Board of Directors or by a majority of the stockholders.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE IV

To conduct its business or any part or parts thereof in the United States of America, or either of them, in the territories and the District of Columbia, and in any or all dependencies, colonies or possessions of the United States of America, and in foreign countries or jurisdictions, without restriction as to place. To have one or more offices or agencies, and keep such books of the company outside of the State of Florida as are not required by law to be kept within this state.

ARTICLE V

To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or any amendment thereto, or necessary or incidental to the protection and benefit of this corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of this corporation.

ARTICLE VI

The authorized capital stock of this corporation shall consist of five thousand (5,000) shares of common stock, with par value of One and No/100 (\$1.00) Dollar per share. Such stock shall possess and exercise exclusive voting rights. All such stock shall be fully paid and nonassessable.

Said common stock may be paid for in cash or may be paid for in labor or services, or in real estate or in personal property at a fair valuation placed thereon by the Board of Directors.

The Board of Directors of the corporation may, from time to time, issue the authorized stock of the corporation or any part thereof for such consideration as it may deem equivalent to or in excess of the par value thereof.

The holders of common shares shall have preemptive rights to purchase any shares of the corporation thereafter issued or any securities exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

ARTICLE VII

The amount of capital with which the corporation will commence business is Five Hundred and No/100 (\$500.00) Dollars.

ARTICLE VIII

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

ARTICLE IX

The principal office of this corporation shall be located at 724 Franklin Lane, Orlando, Florida, 32801, but it may have such other offices within or without the State of Florida and within or without the United States of America as may be necessary or convenient.

ARTICLE X

The business of the corporation shall be conducted and managed by a Board of Directors consisting of not less than one (1) nor more than nine (9) members, as fixed from time to time by the By-laws of the corporation. The Board of Directors shall be elected by the Stockholders, but it shall not be necessary that such directors be stockholders of the corporation.

ARTICLE XI

The name and post office address of the first Board of Directors of this corporation, who shall hold office until their successors are elected and qualified shall be:

Name

Address

Jack Katz, President

P.O. Box 2196
Windermere, FL 34786

Catherine Cook, Secretary/Treasurer

P.O. Box 2196
Windermere, FL 34786

ARTICLE XII

The name and address of the person signing these Articles of Incorporation as a subscriber is:

Name

Address

Catherine Cook

4501 S.W. 34th Street
Orlando, FL 32811

ARTICLE XIII

In furtherance and not in limitation, of the powers conferred by statute, the corporation shall have and may exercise the following powers:

A. In the purchase or acquisition of property, business, rights or franchises, or for additional working capital, or for any other object in or about its business or affairs, and without limit as to amount, the corporation shall have the power and authority to incur debts and to raise, borrow and secure the payment of money in lawful manner, including the issue and sale or other disposition of bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidence of all kinds whether secured by mortgage, pledge, deed of trust, or otherwise.

B. The corporation shall have power to hold meetings, both of stockholders and directors, either within or without the State of Florida, at such places as may be from time to time designated by the Board of Directors.

Meetings of directors and of stockholders may be held upon such notice thereof as may be set forth in the By-Laws of the corporation, subject to any statutory restrictions relative thereof, but any requirement as to notice of such meetings that may be set forth in the By-Laws of the corporation shall not prevent, and nothing herein shall be construed as preventing, any stockholder or director from waiving notice of any meeting in such manner as may be provided by the Statutes of the State of Florida, and by the By-Laws of this corporation consistent therewith.

C. The number of directors of the corporation shall be fixed from time to time by the By-Laws and may be increased or decreased as shall be provided by the By-Laws, subject to any limitations imposed by these Articles of Incorporation or any amendment thereto. Any vacancy in the Board of Directors caused by an increase in the number of the directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have qualified.

D. The corporation, in its By-Laws, may confer upon the directors powers additional to the foregoing and to the powers and authorities expressly conferred upon them by the statutes.

E. It shall not be necessary for any officer of the corporation to be a director or for any officer to be a stockholder.

F. The annual meeting of the stockholders shall be held on such day as may be fixed by the By-Laws of the corporation, and the date of such meeting may be changed from time to time as the By-Laws provide; and the manner of calling meetings of stockholders and directors may be fixed by the By-Laws.

G. Members of the Board of Directors or any executive committee shall be deemed present at a meeting of any such board or committee if a conference telephone or similar communication equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE XIV

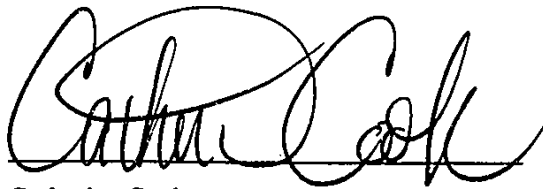
Each director and officer in consideration of his service, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or omission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any rights to which any director or officer may be entitled as a matter of law.

ARTICLE XV

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in or is a member, stockholder, director or officer, or are members, stockholders, directors or officers of such other firm or corporation; and any director or directors, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this corporation or in which this corporation shall be affected or invalidated by reason of the fact that any director or directors or officer or officers of this corporation is a party or are parties to or interested in such contract, act or association or corporation, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm association, or corporation in which he may be in anywise interested.

IN WITNESS WHEREOF, the undersigned, being the original subscriber to these Articles of Incorporation and to the capital stock of FRESH HORSES, INC. as herein set forth, does hereby make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and accordingly, I have hereunto set my hand and seal this 24th day of

January, 1997.

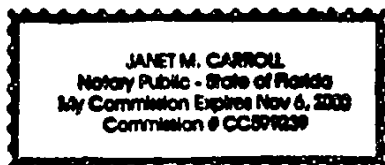
A handwritten signature in cursive script, appearing to read "Catherine Cook", written over a horizontal line.

Catherine Cook

STATE OF FLORIDA
COUNTY OF ORANGE

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, this day personally appeared Catherine Cook, to me known and known to be the person who subscribed to and signed the above and foregoing Articles of Incorporation, and he, being by me first duly sworn, acknowledged and stated that he made and subscribed the above and foregoing Articles of Incorporation for the uses and purpose therein expressed and that the facts herein stated are truly set forth

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 24th day of JAN, A.D. 1997.



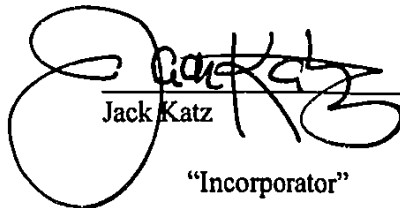
(NOTARIAL SEAL)

Janet M. Carroll
Notary Public
My Commission Expires:

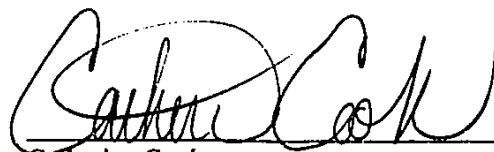
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted, in compliance with said Act:

That FRESH HORSES, INC., 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 Orlando, State of Florida, has named Catherine Cook, located at ~~P.O. Box 2196~~ 4501 SW 34th St, Windermere, Florida, 34786, as its agent to accept service of process within this state. Orlando FL 32811


Jack Katz
"Incorporator"

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.


Catherine Cook
"Resident Agent"

SECRETARY OF STATE
TALLAHASSEE FLORIDA

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FILED