

P97000042440
CORPORATE Contact DEBORAH SCHRODER

CORPORATION SERVICE COMPANY

(Requestor's Name)

1201 Hays Street

(Address)

(904)

Tallahassee, FL 32301 222-9171

(City, State, Zip)

(Phone #) Ext. 149

OFFICE USE ONLY

CIS Acct. # Steven P. Kushner, P.A.

Patricia Pajda

CIS Order # _____

AUTHORIZATION #072100000032

\$78.75

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

1. Mingla, Inc. (Corporation Name) (Document #) _____
2. _____ (Corporation Name) (Document #) 500002176885--3
3. _____ (Corporation Name) (Document #) _____
4. _____ (Corporation Name) (Document #) _____

☒ Walk in ☐ Pick up time _____

☐ Certified Copy

☐ Mail out ☐ Will wait

☒ Photocopy

☒ Certificate of Status

NEW FILINGS

<input checked="" 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

FILED
OFFICE OF THE STATE
CLERK
TALLAHASSEE, FL 32301
97 MAY 13 11:33

RECEIVED
97 MAY 13 AM 11:33

5/13/97
Examiner's Initials _____

**ARTICLES OF INCORPORATION
OF
MINOLA, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 MAY 13 11:53

The undersigned Incorporator, who is the subscriber to these Articles of Incorporation, in order to effect a duly incorporated Florida corporation, competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME AND ADDRESS: The name of this corporation is MINOLA, INC. The address of the corporation is 1375 Jackson Street, Suite 202, Fort Myers, Florida 33901.

ARTICLE II

NATURE OF BUSINESS: The corporation may engage in any activity or business permitted under the laws of the United States and of this State. The purpose of the corporation is to own, develop and operate real estate and real estate holdings.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Ten Thousand (10,000) shares of a single class of common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time.

ARTICLE IV

INITIAL CAPITAL: The minimum amount of capital with which the corporation will begin business is Five Hundred Dollars (\$500.00).

ARTICLE V

TERM OF EXISTENCE: This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

ARTICLE VI

INITIAL REGISTERED AGENT AND OFFICE: The street address of the initial registered office of this corporation is 1375 Jackson Street, Suite 202, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is Steven P. Kushner.

Having been named to accept service of process for Minola, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY:



Steven P. Kushner

ARTICLE VII

DIRECTORS: The number of Directors shall be one (1) initially. The number of Directors may be increased from time to time by the By-Laws adopted by the Shareholders.

ARTICLE VIII

INITIAL DIRECTOR: The name and address of the initial Director, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his successor is elected and has qualified is:

NAME AND ADDRESS

Margaret J. Miller
237 Hymus Boulevard
Montreal, Quebec H9R 5C7
CANADA

ARTICLE IX

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

NAME AND ADDRESS

Steven P. Kushner
1375 Jackson Street, Suite 202
Fort Myers, FL 33901

ARTICLE X

EFFECTIVE DATE: These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business thereafter.

ARTICLE XI

BYLAWS: The initial Bylaws of this corporation shall be adopted by the Initial Director. The Bylaws may be amended from time to time by either the shareholders or the directors, as such shall exist from time to time. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

ARTICLE XII

NOTICE OF MEETING: Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XIII

CONTRACTING WITH THE CORPORATION: A director or officer of the corporation shall not be disqualified by his or her office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract. Nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract, by reason of the fact that he or she, or any firm of which he or she is a member or any corporation of which he or she is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability for the events described above.

ARTICLE XIV

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by law. All amendments shall require approval by the Board of Directors, then be proposed by them to the Shareholders, and then receive approval at a shareholders' meeting by no less than eighty-five

(85%) percent of all stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

ARTICLE XV

INDEMNIFICATION: In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed
the foregoing Articles of Incorporation, under the laws of the State of Florida, this 12th
May, 1997.

WITNESSES:

Kerry Pliner
Kerry Pliner
(print or type name)

Christine Petersen
Christine Petersen
(print or type name)

MINOLA, INC.,
a Florida corporation

By: Steven P. Kushner
Steven P. Kushner, Incorporator

FILED
SECRETARY OF STATE
CORPORATIONS
DIVISION
MAY 13 1997
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, Steven P. Kushner to
me known to be the individual described in and who executed the foregoing Articles of
Incorporation and acknowledged before me that he executed same for the purposes therein
expressed.

WITNESS my hand and official seal in the County and State named, this 12th day of
May, 1997.

Carol A. Landes
Notary Public
Name: Carol A. Landes
Certificate No. or
Serial No. CC 508051
(SEAL)

My Commission Expires:



CAROL A. LANDES
My Commission CC508051
Expires Nov. 08, 1999