

PA7000052623

**DAVE ROGERS**

7770 NW 37th Street, Hollywood, Florida 33024 (954) 435-3336

June 9, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Dave Rogers, Inc

300002211403--4  
-06/13/97--01046--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

To whom it may concern:

Enclosed please find an original and one (1) copy of the articles of incorporation and a check for \$70.00 which represents the filing fee.

In addition, please return the photocopy to with the filing date stamped on it. Thank your for your prompt response in this matter.

If you should have any questions or comments please do not hesitate to contact the undersigned.

Very Truly Yours,

*Dave Rogers*

Dave Rogers

DWR/cmm  
enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 PM 3:01

*cf 6/13/97*

**ARTICLES OF INCORPORATION  
OF  
DAVE ROGERS, INC**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 PM 3: 01

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607 of the Florida Statutes, adopts the following Articles of Incorporation for the purposes of the Corporation as herein set forth:

**ARTICLE I**

**NAME AND PRINCIPAL PLACE OF BUSINESS** - The name of this corporation being DAVE ROGERS, INC., shall have its principal place of business at 7770 NW 37TH STREET, HOLLYWOOD, FLORIDA 33024.

The Board of Directors may, from time to time, move the principal place of business to any other address in the State of Florida and establish branch offices in any place within the State of Florida as said corporation may desire.

**ARTICLE II**

**COMMENCEMENT AND DURATION** - The commencement of the corporate existence of DAVE ROGERS, INC., shall occur upon the filing and acceptance of these Articles and shall exist perpetually.

**ARTICLE III**

**PURPOSE.** The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them, either directly or indirectly, to promote the interest of the corporation or to enhance the value of its properties.

C. To sue, complain and defend the corporate name.

D. To borrow or raise money for any purpose of the corporation and to secure the same interest, or for other purposes, to mortgage all or any part of the property corporeal or incorporeal rights now owned or hereinafter acquired, and to create, issue, draw, accept and negotiate bonds and mortgages, bills of exchange, promissory notes, or other obligations or negotiable instruments.

E. To lend money and use its credit to assist corporate employees, to lend money for any corporate purpose, invest and reinvest its funds, and to take and hold the payment of funds so loaned or invested.

F. To make donations for the public welfare or for charitable, scientific or educational purposes.

G. To transact any lawful business and do all other acts to the extent permitted under the laws of the State of Florida.

#### ARTICLE IV

CAPITALIZATION - The aggregate number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1000 ) shares of common stock, having a par value of one and 00/100 (\$1.00) Dollar per share for all such shares, unless otherwise determined by vote of the principals.

#### ARTICLE V

**INITIAL CAPITAL** - The amount of capital with which this corporation will begin business is one thousand and 00/100 (\$1000.00 ) Dollars.

#### **ARTICLE VI**

##### **DIRECTOR, OFFICERS AND SUBSCRIBER -**

A. This corporation shall be governed by a Board of Directors consisting of one director and one officer initially. The number of directors and officers may be increased or decreased from time to time in accordance with the Articles or By-Laws but shall never be less than one.

B. The name(s) and address(es) of the initial Board of Directors, Officers and Subscriber are as follows:

David W. Rogers  
7770 NW 37th Street  
Hollywood, Florida 33024

#### **ARTICLE VII**

**VOTING TRUSTS** - No stockholder of this Corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE VIII**

**CUMULATIVE VOTING FOR DIRECTORS** - At all elections of directors of this corporation, each stockholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he/she would be entitled to cast for the election of directors with respect to his/her shares of stock multiplied by the number of directors to be elected, and he/she may cast all such votes for a single

director, or may distribute them among the number to be voted for, or any two (2) or more of them, as he/she may see fit.

#### **ARTICLE IX**

**REMOVAL OF DIRECTORS** - Any director of this corporation may be removed at any annual or special meeting of the stockholders by the same vote as that required to elect a director.

#### **ARTICLE X**

**AMENDMENT** - These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders' meeting by a majority of the stockholders entitled to vote.

#### **ARTICLE XI**

**BY-LAWS CLAUSE** - The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### **SUBSEQUENT AGREEMENTS**

Nothing in these Articles shall limit the ability of the Shareholders to enter into a valid Shareholders agreement in accordance with F.S. 607.0731. Any provisions of such valid agreement shall control or supersede these Articles to the extent they may conflict and as permitted by law.

**INCORPORATOR**

The name and address of the Incorporator of the Corporation is as follows:

David W. Rogers  
7770 NW 37th Street  
Hollywood, Florida 33024

The undersigned, being a subscriber and incorporator for the purposes of forming this corporation for profit to do business both within and without the State of Florida, does hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts contained herein stated are true and accordingly has hereto under set his hand this 10 day of JUNE, 1997.

David W. Rogers  
Incorporator

STATE OF FLORIDA  
COUNTY OF BROWARD

The execution of these Articles of Incorporation were acknowledged before me this 10 day of JUNE, 1997, by David Rogers



NOTARY PUBLIC:

Sign: [Signature]

Print: Carmen M. Moreno

State of Florida

My Commission Expires:

Personally known X or Produced Identification \_\_\_\_\_ Type of Identification Produced \_\_\_\_\_

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 PM 3:01

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned Corporation organized under the laws of the State of Florida submits the following statement in designating the registered agent and registered office in the State of Florida that being David W. Rogers, 7770 NW 37th Street, Hollywood, Florida 33024, and is so authorized to accept service of process within the State of Florida.

DATED this 10 day of JUNE, 1997

David W. Rogers  
Corporate Officer

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for **DAVE ROGERS INC**, at the place designated above, I, **DAVID W. ROGERS**, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of duties, and I am familiar with and accept the obligations of my position as registered agent.

DATED this 10 day of JUNE, 1997

David W. Rogers  
DAVID W. ROGERS

Filed by:  
David W. Rogers  
7770 NW 37th Street  
Hollywood, Florida 33024