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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 JUN 13 AM 11:45

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-06/13/97--01104--005
****122.50 ****122.50

SUBJECT: THE NORTHSTAR ASSOCIATES, INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☒ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: JOHN M. HAMILTON
Name (printed or typed)

2342 NASH STREET
Address

CLEARWATER, FL ~~33765~~ 33765
City, State & Zip

(813) 791-5376
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

D. BROWN JUN 16 1997

ARTICLES OF INCORPORATION
OF
The Northstar Associates, Inc.

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The undersigned incorporator, a natural person competent to contract, hereby adopts the following Articles of Incorporation for the purposes of forming a corporation for profit under the laws of the State of Florida, Business Corporation Act.

ARTICLE 1 - NAME

The name of the corporation shall be: **THE NORTHSTAR ASSOCIATES, INC.**

ARTICLE 2 - NATURE OF BUSINESS

The general character or nature of the business to be transacted by this corporation is:

- (a) To engage in any and all lawful businesses, trades, occupations and professions.
- (b) To engage in the retail, wholesale and manufacturing business in any and all fields and to do all things necessary to engage in any type of business generally.
- (c) To do any or all things herein set forth to the same extent as natural persons might or could do, and in any part of the world as principals, agents, contractors, or otherwise, alone or in company with others, and to do and perform all other such things and acts as many be necessary, profitable, or expedient in carrying on any of the businesses or acts above named.
- (d) To acquire by purchase, lease, or otherwise, lands and interest in lands, and to own, hold, improve, develop, and manage any real estate so acquired, and to erect or cause to be erected on any lands owned, held, or occupied by the corporation, buildings or other structures, public or private, with their appurtenances, and to manage, operate, lease, rent, rebuild, enlarge, alter, or to improve any buildings or other structures, now or hereafter erected on any lands so owned, held, or occupied, and to encumber or dispose of any lands, or interest in lands, and any building or other structures, at any time owned or held by the corporation. To buy, sell, mortgage, exchange, lease, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein.
- (e) To acquire, by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the equipment, furnishing, improvement, development or management of any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade, and deal in any personal property deemed beneficial to the corporation, and to lease, rent, encumber or dispose of any personal property at any time owned or held by the corporation.
- (f) To contract debts and borrow money, issue and sell bonds, debentures, notes and other evidences of indebtedness, and to execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

- (g) To purchase the corporate asset of any other corporation and to engage in the same or other character of business, including the repurchasing of its own shares.
- (h) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.
- (I) To enter into, make, perform, and carry out contracts and agreements of every kind, for lawful purpose, without limit as to amount, with any person, firm, association, or corporation, and to transact any further and other business necessarily connected with the purposes of this corporation, or calculated to facilitate the same, including the purchase of its own shares.
- (j) To carry on any or all of its operations and businesses and to promote its objects within the State of Florida or elsewhere, without restriction as to place or amount, and to have, use, exercise and enjoy all the general powers of like corporations.

The intention is that none of the objects and powers set forth, except where otherwise specified in this Article, shall be in anywise limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this Article or any other Articles, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

ARTICLE 3 - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 60,000 shares of common stock with a par value of ten cents (\$.10) per share.

Authorized capital stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE 4 - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is to be:

**2342 Nash Street
Clearwater, Florida 33765**

and the name of the initial registered resident agent of this corporation at that address is:

John M. Hamilton

ARTICLE 5 - EXISTENCE

This corporation shall have perpetual existence.

ARTICLE 6 - ADDRESS

The initial street address of the principal office of this corporation is:

**2342 Nash Street
Clearwater, Florida 33765**

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE 7 - DIRECTORS

The corporation shall have one (1) Director initially. The number of Directors may be increased or diminished from time to time by the By-Laws, but never less than one.

ARTICLE 8 - INITIAL DIRECTORS

The names and street addresses of the first Board of Directors who shall hold office until their successors are elected and have qualified, are as follows:

**JOHN M. HAMILTON
2342 Nash Street
Clearwater, Florida 33765**

ARTICLE 9 - INDEMNIFICATION

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

ARTICLE 10 - INCORPORATOR

The name and street address of the Incorporator of these Articles of Incorporation is as follows:

**JOHN M. HAMILTON
2342 Nash Street
Clearwater, Florida 33765**

ARTICLE 11 - EFFECTIVE DATE

These Articles of Incorporation shall be effective upon receipt by the Secretary of State's office.

ARTICLE 12 - 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, and approved at a stockholder's meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles be made.

ARTICLE 13 - MISCELLANEOUS PROVISIONS

It is the intention of the Incorporators of this corporation that the first Board of Directors adopt a plan under Section 1244 of the Internal Revenue Code allowing a limited ordinary loss to individuals for loss on stock of a "Small Business Corporation", which qualifies under the Code.

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 9th Day of June, 1997.


John M. Hamilton

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**


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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 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the Corporation is: **The Northstar Associates, Inc.**
2. The name and address of the registered agent and office is:

**John M. Hamilton
2342 Nash Street
Clearwater, FL 33765**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept 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 my duties, and I am familiar with and accept the obligations of my position as registered agent.


John M. Hamilton

6-9-97
Date