

997000061411

TRANSMITTAL LETTER

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

SUBJECT: Brain Damage Enterprises, Inc.

(Proposed corporate name - must include suffix)

200002237412--6
-07/14/97-01120-016
*****78.75 *****78.75

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: Wayne M. Jeter
Name (Printed or typed)
704 35th Street
Address
West Palm Beach, FL 33407
City, State & Zip
561-863-6256
Daytime Telephone number

FILED
97 JUL 14 PH 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 15 1997 BSB

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

**ARTICLES OF INCORPORATION
OF
BRAIN DAMAGE ENTERPRISES, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned agrees to associate himself and his successors together as a corporation under the following charter or Articles of Incorporation, to wit:

ARTICLE I

The name of the corporation shall be Brain Damage Enterprises, Inc.

ARTICLE II

2.01. Its principal place of business and office in the State of Florida is to be located in the County of Palm Beach, and branch offices may be established in such place or places in the State of Florida and in the United States and in foreign countries as may, from time to time be authorized by the Board of Directors. The registered office of the corporation shall be located at: 4967 Lynnwood Drive, West Palm Beach, Florida 33415.

ARTICLE III

3.01. The corporation shall have perpetual existence.

ARTICLE IV

4.01. The number of Directors of this corporation shall not be less than 1, nor more than 3.

ARTICLE V

5.01. The following general provisions shall govern this corporation:
The time and place of the annual stockholders' meeting shall be fixed and provided for in the by-laws and notice of the same shall be given in one of the methods provided by law. Any meeting of stockholders may be held within or without this state. Any stockholder may waive notice of the time, place, and purpose of any meeting, either before, after, or at such meeting.

ARTICLES VI

6.01. There shall be a President of this corporation, who shall also be a director, one or more Vice-Presidents, as the Board of Directors may from time to time determine, a Secretary and a Treasurer. Such officers shall be chosen by the Board of Directors and shall hold office subject to the laws of the State of Florida or until their successors are elected and qualified.

(1) All of the officers, agents, and employees of the corporation shall have such powers and perform such duties as may be prescribed by the by-laws or determined by the Board of Directors.

- (2) Any person may hold two or more offices, except that the President may not also be Secretary, Assistant-Secretary, or Vice-President of the corporation.

ARTICLE VII

7.01. The general nature of the business to be transacted shall be as follows:

- (1) To do all such things as are incidental to the accomplishment of the following objects or purposes, or any of them, or necessary or incidental to the protection or benefit of the corporation; and to transact any other kind of business that may seem to the corporation capable of being conveniently carried on in connection with any of the said purposes or objects or calculated either directly or indirectly to enhance the value of, or render profitable any of the corporation's property or rights or beneficial or desirable for the stockholders of this corporation, not contrary to the laws of this State, and whether or not of the same nature as, or similar in nature to, any of the purposes hereinafter expressed.
- (2) To have and to exercise all of the powers granted by the laws of Florida to corporations. The following clauses shall be constructed as objects and powers and shall not be held or construed in any way to limit or restrict or confine the powers of this corporation, provided that nothing herein contained shall be construed to grant this corporation banking powers or any right, powers, or privileges not permitted by the laws of Florida to corporations.
- (3) To acquire, own, hold, and deal in real property as agent, owner, or broker; to exchange, mortgage, deed in trust, plant, cultivate, develop, lease or rent any and all kinds of lands, improved and unimproved, rights of way, easements, and any and all other property of any and every kind or description, real, personal, or mixed, wheresoever situated, including water and water rights, to construct, as builder, owner or contractor, to maintain, equip, operate, and furnish dwelling houses, apartment houses, business buildings or blocks, office buildings, manufacturing or industrial works and plants, and other buildings of any kind.
- (4) To supervise and manage all classes of properties, income bearing or otherwise, for this corporation; to negotiate sales, leases, mortgages, deeds of trust and other encumbrances of properties of other persons, corporations, and associations, real, personal, and mixed, wheresoever situated.
- (5) To lend money; to purchase or otherwise acquire, become interested in, hold, sell, mortgage, pledge, hypothecate, or otherwise dispose of or turn to account or realize upon all forms of commercial papers, mortgages, and other similar instruments and rights issued or created by corporations, whether public, municipal, quasi-public or private, domestic or foreign, and by associations, firms, trustees, syndicates, individuals, governments, states, municipalities, or other political divisions, or issued or created by others, to exercise in respect thereof any and all rights, powers, and privileges of individual ownership or interest therein.

- (6) To manufacture, buy, sell, lease, import, export, pledge, mortgage, hypothecate, or otherwise deal in and with either as principal or otherwise, goods, wares, merchandise, and personal property of every kind and description.
- (7) To acquire the good will, rights, property, business, and franchise of any person, firm, association, or corporation whatsoever now or hereafter engaged in any business which the corporation may lawfully conduct; to pay therefor in cash or in stocks or bonds of this corporation or otherwise, in the manner dispose of the whole or any part of the rights and property acquired; to assume in connection or corporation, and to conduct in lawful manner the whole or any part of the business thus acquired.
- (8) To make and enter into contracts of all kinds with any individual, firm, association, private, public, quasi-public, or municipal corporation, state, government or government authority, including, but without limiting the generality of the foregoing, contracts of indemnity, guaranty, and suretyship.
- (9) To apply for, obtain, register, purchase, lease, or otherwise to acquire and to hold, own, use, develop, operate and introduce, and to sell, assign, and grant licenses or territorial rights, in respect of, or otherwise to account or dispose of, own, introduce, assign, lease, mortgage, or pledge, any copyrights, trademarks, trade names, brands, labels, inventions, devices, formulas, processes, and all improvements or modifications thereof, patent rights or letters of patent of the United States of America, or of any other country or government, whether used in connection with or secured under letters of patent or otherwise.
- (10) To borrow money and to make, accept, endorse, discount, execute and issue notes, bonds, debentures, bills of exchange, warrants, obligations, evidences of indebtedness and negotiable instruments of all kinds, whether secured by mortgage, deed of trust, pledge or otherwise, without limit as to amount and to secure the same mortgage, deed of trust, and/or pledge of all or any of the real and personal property of this corporation or otherwise.
- (11) To purchase, acquire, own, hold, lease, either as lessor or lessee, sell, exchange, subdivide, mortgage, deed in trust, improve, develop, construct, maintain, equip, operate, and generally acquire or transfer any and all lands, improved and unimproved, and to sell, or otherwise dispose of the products thereof, houses, office buildings, garages, plants, and other buildings and descriptions, real, personal, and mixed, wheresoever situated, including water and water rights.
- (12) To become a Joint Venturer or Partner (either General or Limited or both) to enter into Agreements of Joint Venture or Partnership with one or more other persons, partnerships, associations, or corporations for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any other purposes herein set forth or otherwise, or which may be calculated directly or indirectly to promote the best interest of this corporation or to enhance the value of its property or business.

ARTICLE VIII

8.01. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock without par value.

ARTICLE IX

9.01. The amount of capital with which this corporation will begin business is \$100.00.

ARTICLE X

10.01. The names and post-office addresses of the members of the first Board of Directors are:

<u>Name</u>	<u>Address</u>
Wayne M. Jeter	4967 Lynnwood Drive West Palm Beach, FL 33415

ARTICLE XI

11.01. The name and post-office address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Consideration</u>
Wayne M. Jeter	4967 Lynnwood Drive West Palm Beach, FL 33415	100	\$100.00

ARTICLE XII

12.01. The corporation Brain Damage Enterprises, Inc. has its principal place of business located at 4967 Lynnwood Drive, West Palm Beach, Florida 33415, names Wayne M. Jeter as its registered agent designated to accept service of process within the State of Florida.

ARTICLE XIII

13.01. 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 stockholders' meeting by a majority of the stock entitled to vote thereon, unless all Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

I have subscribed my name this 3rd day of July, 1997.

Wayne M. Jeter
Wayne M. Jeter
Signature/Incorporator

7-3-97
Date

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 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 my duties, and am familiar with and accept the obligations of my position as registered agent.

Wayne M. Jeter
Wayne M. Jeter

7-3-97
Date

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