# Requestor's Name 97 SEP 24 PH H: 40 TERRACE STREET SECRETARY OF STATE TALLAHASSEE, FLORIDA Landaussee FL 32308 850. 224 City/State/Zip Phone # 50.30 Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): 1. Entropy Whinites, INC. (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) (Corporation Name) (Document #) 10:00 AV Pick up time Walk in Certified Copy Certificate of Status Mail out Photocopy Will wait NEW FILINGS AMENDMENTS ..... Profit Amendment NonProfit Resignation of R.A., Officer/Director Limited Liability Change of Registered Agent **Domestication** Dissolution/Withdrawal Other Merger **OTHER FILINGS** REGISTRATION/ 900002302869--0 -09/25/97--01004--002 \*\*\*\*122.50 \*\*\*\*122.50 QUALIFICATION **Annual Report** Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement P. Hall . 18 2 5 199 **Trademark** Other Examiner's Initials

# ARTICLES OF INCORPORATION OF ENTROPY UNLIMITED, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# **ARTICLE I**

NAME

The name of the Corporation shall be: ENTROPY UNLIMITED, INC.

## **ARTICLE II**

# PURPOSE AND NATURE OF BUSINESS

The general purpose and nature of the business to be transacted by this Corporation is (i) to engage in sub-contracting of delivery of, but, not limited to, newspapers. (ii) to lease or purchase such real and personal property as is necessary for the rendering of such services; (iii) to engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act; and (iv) to do such other things as are incidental to the purpose of the Corporation or as necessary to accomplish them.

In addition, the Corporation may also do the following:

- Invest funds in real estate, mortgages, stocks, bonds or any other type of investments.
- Contract indebtedness and borrow money, issue and sell or pledge bonds, debentures, notes
  and other evidence of indebtedness and transfer corporate property and execute such
  mortgages or other instruments to secure the payment of corporate indebtedness as is from
  time to time required.
- Purchase the corporate assets of or merge or consolidate with any other domestic corporation engaged in the same character or business.
- Redeem, purchase, retain, sell and otherwise transfer its own capital stock.
- Create employee benefit plans and trusts incidental thereto.
- No purpose herein expressly stated shall limit the general purpose of the Corporation described in the first paragraph of this Article II in any way.

#### ARTICLE III

## CAPITAL STOCK

- 1. The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1,000 shares of common stock having \$1.00 par value.
- The capital stock may be paid for with property, labor or services, at a just valuation to be fixed by the incorporators, or by the directors at a meeting called for such purposes or at the organizational meeting.
- 3. Property, labor or services may also be purchased or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the directors of the company.

Stock in other Corporations or going businesses may be purchased by the Corporation in return for the issuance of its capital stock and said purchase shall be on such basis and for such consideration and the issuance of so much of the capital stock as the directors of the company may decide.

## **ARTICLES IV**

#### TERMS OF EXISTENCE

This Corporation shall have a perpetual existence unless sooner dissolved according to law.

### ARTICLE V

## PRINCIPAL OFFICE

The principal office or place of business of the Corporation shall be located at 509 Terrace Street, Tallahassee, FL 32308.

#### **ARTICLE VI**

# REGISTERED OFFICE AND REGISTERED AGENT

The Registered Agent of the Corporation shall be James Michael Magill, Jr. 509 Terrace Street, Tallahassee, FL 32308...

## ARTICLE VII

# **BOARD OF DIRECTORS**

The corporation shall have two (2) directors. The number of directors may be increased or decreased from time to time by the By-Laws of the corporation.

## ARTICLE VIII

# LIMITATIONS ON CORPORATE STOCK

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

# ARTICLE IX

# INITIAL DIRECTORS

The names and street addresses of the members of the Board of Directors of the Corporation who, unless provided by the Articles of Incorporation or by the By-Laws, shall hold office for the first year of existence of the Corporation, or until their successors are elected or appointed and having qualified, are as follows:

Name: James Michael Magill, Jr.

Address:

509 Terrace Street

Tallahassee, FL 32308

Name: Joyce Hoffman Magill

Address:

Same

## ARTICLE X

# RIGHTS OF INITIAL DIRECTORS

The initial directors shall have the right to be a director of the Corporation as long as that representative director is a shareholder of the Corporation. By acquiring stock in this Corporation, said shareholder agrees to abide by this restriction. This article may not be amended in any way without the written consent of the initial directors who is a shareholder of the Corporation at the time of the amendment.

### **ARTICLE XI**

## **INITIAL OFFICERS**

The names and street addresses of the initial officers of the Corporation, and their respective offices to be held, shall be the following:

Name: James Michael Magill, Jr., President Name: Joyce Hoffman Magill, Vice-President

## **ARTICLE XII**

# OFFICERS SIGNING ARTICLES

The name and street address of the parties signing the Articles of Incorporation are as follows:

Name: James Michael Magill, Jr.

Address: 509 Terrace Street

Tallahassee, FL 32308

Name: Joyce Hoffman Magill

Address:

Same

# **ARTICLE XIII**

#### BY-LAWS

The power to adopt, alter, amend and repeal the By-Laws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the By - Laws must be approved by a majority of shareholders.

# ARTICLE XIV

# **SUBSCRIBERS**

The names, street addresses and number of shares of stock subscribed to by the initial shareholders are as follows:

Name: James Michael Magill, Jr.

Address:

509 Terrace Street

500 shares

Tallahassee, FL 32308

Name: Joyce Hoffman Magill

Address:

Same

500

shares

### ARTICLE XV

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

## ARTICLE XVI

### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class, or series as that which they already hold, shall have the right to purchase their pro rata share thereof (as nearly as may be done without issuance of fractional shares at the price at which such stock is offered to others).

### **ARTICLE XVII**

## DISSOLUTION

The Corporation may be dissolved at any time on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the Corporation entitled to vote thereon. On dissolution the corporate property and assets shall, after payment of all debts of the Corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by them.

## · ARTICLE XVIII

# BEGINNING OF CORPORATE EXISTENCE

The Corporate existence of this Corporation shall commence on September 17, 1997.

In witness whereof, the undersigned being the original subscribers to the capital stock herein above named for the purpose of forming a Corporation to do business in the State of Florida, under the laws of the State of Florida, does make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true and does agree to take the number of shares herein above set forth and hereunto set my hand and seal this 24th day of 42th, 1997.

JAMES MICHAEL MAGILL, JR

President

JOYCE HÖFFMAN MAGILL

Vice-President

STATE OF FLORIDA

SS:

**COUNTY OF LEON** 

On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared JAMES MICHAEL MAGILL, JR., to me well known to be an incorporator described in and who executed the foregoing Articles of Incorporation of ENTROPY UNLIMITED, INC., and who acknowledged that he executed the same as such incorporator for the purposes therein expressed.

Witness my hand and official seal at Leon County, Florida on the 24 day of 400 ,1997.

NOTARY PUBLIC

MERSYEN M. WORRELL
MY COMMISSION # CC 645099
EXPIRES: May 24, 1996
Bonded Thru Notary Public Underwriters

· My commission expires:

STATE OF FLORIDA

FILED 97 SEP 24 PM 8: 40 SECRETARY OF STATE TALLAHASSEE, FLORIDA

**COUNTY OF LEON** 

On this day, before me, an officer duly authorized to administer oaths and take acknowledgments in the County and State aforesaid, personally appeared JOYCE HOFFMAN MAGILL, to me well known to be an incorporator described in and who executed the foregoing Articles of Incorporation of ENTROPY UNLIMITED, INC., and who acknowledged that she executed the same as such incorporator for the purposes therein expressed.

) SS:

Witness my hand and official seal at Leon County, Florida on the 24 day of  $\frac{1}{2}$ , 1997.

NOTARY PUBLIC

My commission expires:

KIERSTEN M. WORREL
MY COMMISSION # CC 645C
EXPIRES: May 24, 1058
Bonded Thru Notary Public Undervation:
CE OF BUSINESS OR DOMICIL

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - ENTROPY UNLIMITED, INC., desiring to organize under the laws of the State of Florida, with it's principle office, as indicated in the Articles of Incorporation in the city of Tallahassee, State of Florida, has named James Michael Magill, Jr. at his office address of 509 Terrace Street, Tallahassee, FL 32308, as its agent to accept service of process within this state.

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 provisions of said Act relative to keeping open said office.

JAMES MICHAEL MAGILL, JR.

Registered Agent