

P97000089420

VIVIAN CHAPMAN

Requestor's Name

2365 RIO DE JANEIRO AVE.

Address

PUNTA GORDA / FL / 33983

City/State/Zip

Phone #

400002322364--3

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

1. \_\_\_\_\_  
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NEW FILINGS	
<input 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

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97 OCT 17 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Nedden OCT 17 1997

ARTICLES OF INCORPORATION  
OF  
JAVI International Amalgamate Corporation

FILED  
97 OCT 17 AM 8 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name and mailing address of the Corporation is :  
2365 Rio De Janeiro Ave. Punta Gorda FL. 33983  
JAVI International Amalgamate Corporation

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, and rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERMS OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE IV - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100 shares of common stock having \$1.00 par value.

ARTICLE V - PREEMPTIVE RIGHTS GRANTED

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation of securities convertible into such shares of the same class, kind, or series as that which

the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. Any such preemptive right shall be deemed waived by an shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

OR

Each shareholder of the Corporation shall have the first right to purchase shares of the Corporation or securities convertible into such shares of the same class, kind or series as that which the shareholder already holds that may from time to time issued (whether or not presently authorized), including shares from the treasury of the Corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares; provided, however, if said issuance of such shares or securities is for the purpose of the Corporation's acquisition of any asset essential or required to carry out or in furtherance of the business of the Corporation, which fact is determined by the Board of Directors of the

Corporation, the shareholders of this Corporation shall have no such preemptive rights, and the Corporation may issue such shares or securities for said asset. Any such preemptive right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the Corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the Corporation within thirty (30) days of receipt of notice from the Corporation.

#### ARTICLE VI - CUMULATIVE VOTING

At each election for Directors every shareholder entitled to vote at such election shall have the right to cumulate these votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his or her shares, or by distributing such votes on the same principal among any number of such candidates.

#### ARTICLE VII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of three (3) Directors, whose name and address is as follows:

NAME	ADDRESS
PRESIDENT Vivian Chapman	2365 Rio De Janeiro Ave Punja Gorda Fl 33983
Vice Pres. Alexander Boeckel	2365 Rio De Janeiro Punta Gorda Fl. 33983
Sec/ treasurer Vivian Chapman	2365 Rio de Janeiro Ave Punta Gorda Fl. 33983

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one.

Section 4. Directors shall be elected and hold offices provided in the Bylaws.

#### ARTICLE VIII - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the Shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the Shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the Shareholders may provide that it shall be altered, amended, or repealed only by the Shareholders.

#### ARTICLE IX - AMENDMENTS

These Articles of Incorporation may be amended as set forth in

the Florida Statutes, as amended from time to time.

ARTICLE X - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be; 2365 Rio DE Janeiro Ave.  
Punta Gorda Fl. 33983

Section 2. The name of the initial registered agent of the Corporation located at said address shall be Vivian Chapman

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

NAME  
VIVIAN CHAPMAN

ADDRESS  
2365 Rio De Janeiro Ave.  
Punta Gorda Fl. 33983

IN WITNESS WHEREOF, for the purpose of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 15<sup>TH</sup> day of OCT. 1997

*Vivian Chapman*

as Registered Agent, and Incorporator

I ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT  
OF THIS CORPORATION.

STATE OF FLORIDA  
COUNTY OF CHARLOTTE

The foregoing instrument was acknowledged before me this

*L.E. Waldorf*  
Notary Public

L.E. WALDORF  
15 OCT 1997 (Seal)



L E WALDORF  
My Commission 00390883  
Expires Aug. 09, 1998

SECRETARY OF STATE  
TALLAHASSEE  
FLORIDA

97 OCT 17 AM 8:58

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