

P98000002691

LAW OFFICES OF
ROBERT J. NORTON, P.A.
ATTORNEY AT LAW
BARNETT BANK BUILDING
SUITE 408
PUNTA GORDA, FLORIDA 33950

ROBERT J. NORTON, ESQUIRE
ALSO ADMITTED TO MICHIGAN BAR
REGISTERED PATENT ATTORNEY

MAILING ADDRESS
126 E. OLYMPIA AVE., SUITE 408
PUNTA GORDA, FLORIDA 33950

TELEPHONE (941) 639-0311 & 637-1515

January 6, 1998

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

7000002393997--1
-01/08/98-01069-009
****122.50 ****122.50

Re: BEVERLYHILLS KENNELS, INC.

Dear Sir:

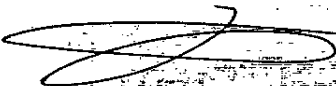
Enclosed for filing find Articles of Incorporation for BeverlyHills Kennels, Inc., together with check in the amount of \$122.50 to cover the filing fee.

Upon approval, please provide me with a certified copy of the Articles, bearing your stamp and date of incorporation.

If you have any questions, please advised.

Thank you for your attention to this matter.

Very truly yours,



Robert J. Norton

RJN:esj
Encs.

F. CHESSE

JAN 12 1998

FILED
98 JAN -8 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
BEVERLYHILLS KENNELS, INC.

ARTICLE I. NAME

The name of this corporation is BeverlyHills Kennels, Inc.

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
5019 S.W. Hull Ave., Arcadia, FL 34266

ARTICLE IV. PURPOSE

The purpose of this corporation is to engage in all lawful business under the Florida General Corporation Act.

In connection with said business, this corporation shall have the following powers, which shall not be deemed to exclude those other corporation powers granted by law.

To contract debts, borrow money and issue and sell or pledge notes and other evidences of indebtedness, and execute such mortgages, transfer of corporate property, or other instruments to secure the payment of corporate indebtedness as required.

To conduct business in, have one or more offices in, and hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copy rights, trademarks, and licenses in the State of Florida, and in all other states and countries.

FILED
98 JAN -8 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

To purchase, hold, sell and transfer shares of its own capital stock, provided that the corporation shall purchase none of its own capital stock, except from the surplus of its assets over its liabilities, including capital, and shares of its own capital stock owned by the corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders quorum or vote.

ARTICLE V. CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of ten cent par value common stock, which stock shall be designated as "Common shares."

ARTICLE VI. VOTING RIGHTS

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

ARTICLE VII. INITIAL REGISTERED AGENT AND OFFICE

The street address of the initial registered office of this corporation is 5019 S.W. Hull Ave., Arcadia, FL 34266. The initial registered agent at that address is Edith S. Beverly.

ARTICLE VIII. INITIAL OFFICERS

The initial officers of this corporation and their addresses are as set forth below. Said officers shall serve until such time as their successors are elected and qualified.

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Edith S. Beverly	President	5019 S.W. Hull Ave. Arcadia, FL 34266
Sonya Nicole Beverly	Vice President	5019 S.W. Hull Ave. Arcadia, FL 34266

Alexis Elizabeth Beverly	Vice President	5019 S.W. Hull Ave. Arcadia, FL 34266
Lloyd Beverly, Jr.	Secretary/Treasurer	5019 S.W. Hull Ave. Arcadia, FL 34266

ARTICLE IX. INITIAL DIRECTORS

This corporation shall have two (2) directors initially who shall serve until their successor is elected and qualified. The number of directors may be increased from time to time by the By-Laws but shall not be less than one. The names and addresses of the initial directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Edith S. Beverly	5019 S.W. Hull Ave. Arcadia, FL 34266
Lloyd Beverly, Jr.	5019 S.W. Hull Ave. Arcadia, FL 34266

ARTICLE X. INCORPORATORS

The names and addresses of the persons signing these articles are:

<u>NAME</u>	<u>ADDRESS</u>
Edith S. Beverly	5019 S.W. Hull Ave. Arcadia, FL 34266
Lloyd Beverly, Jr.	5019 S.W. Hull Ave. Arcadia, FL 34266

ARTICLE XI. BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XII. RESTRICTIONS ON STOCK TRANSFER

The restrictions imposed upon the transfer of shares of stock of any class are as follows:

Any stockholder, including the heirs, assigns, executors, or administrators of a deceased stockholder, desiring to sell, transfer or pledge any shares of stock owned by him or them, shall first offer such shares to the corporation through the Board of Directors, by notice in writing to the corporation stating his desire to sell or transfer such shares, which notice shall contain the price at which he is willing to sell or transfer and the name of one arbitrator. The corporation through its Board of Directors shall within thirty days thereafter either accept the offer, or by notice to the offeror in writing, name a second arbitrator and these two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators, a majority may act in the absence of such arbitrator. After the acceptance of the offer, or the report of the arbitrators as to the value of the shares of stock, the Directors shall have thirty days within which to purchase the same at such valuation.

If the corporation neither accepts the offer nor gives written notice naming a second arbitrator within said 30-day period, then on the 31st day the selling stockholder may sell, transfer, or pledge his shares unencumbered by the provisions or the responsibilities of this Article XI.

ARTICLE XIII. CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his 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 shares, or by distributing such votes on the same principal among any number of such candidates.

ARTICLE XIV. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV. OTHER LAWFUL PROVISIONS

Other lawful provisions for the management and regulation of the affairs of the corporation, or for limiting, defining, or regulating the powers of the corporation, or its directors or stockholders, or any class of, are as follows:

1. Each person elected or appointed a director or officer of the corporation shall be entitled, without prejudice to any rights he or she may have to be reimbursed by the corporation for, and indemnified to the full extent of Florida law by the corporation against all costs and expenses reasonably incurred by him in connection with or arising out of any claim made, or any action, suit or proceeding of whatever nature threatened or brought against him or in which he may be involved as a party or otherwise by reason of his having served as a director or officer of the corporation, by reason of any action alleged to have been taken or omitted by him as director or officer at the time of incurring such costs and expenses, including amounts paid or incurred by him in connection with reasonable settlements (other than amounts paid to the corporation itself) of any such claim, action, suit or proceeding. No such reimbursement or indemnification shall be paid or made for any cost or expense incurred or settlement made by such director or officer in connection with any matter as to which he or she shall be finally

adjudged in any such action, suit or proceeding to have been derelict in the performance of his or her duty as such director or officer, nor shall anything herein contained be construed so as to protect or to authorize the corporation to indemnify any such director or officer against any costs or expenses incurred or settlement made in connection with any matter arising out of or resulting from his own gross negligence or willful misconduct. No director or officer of the corporation shall be liable to anyone for making any determination as to the existence or absence of liability of the corporation hereunder or for taking or omitting to take any other action hereunder in reliance upon the advice of counsel. Each person elected or appointed a director or officer of the corporation shall, upon and by reason of such election or appointment, have the right to be reimbursed and indemnified by the corporation, as above set forth, with the same force and effect as if the corporation, to induce him to accept such election or appointment, specifically agreed in writing to reimburse and indemnify him or her in accordance with the foregoing provisions.

2. No officer or director shall be personally liable to the corporation or anyone else for monetary damages for any breach of fiduciary duty by such officer or director as an officer or director notwithstanding any provision of law imposing such liability, except that, to the extent provided by applicable law, this provision shall not eliminate or limit the liability of an officer or director (i) for breach of the officer's or director's duty of loyalty to the corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the officer or director derived an improper personal benefit. No amendment or repeal of this provision shall deprive an officer or director of the benefits hereof with respect to any act or omission occurring prior to such amendment or repeal.

3. Meeting of stockholders may be held outside of the State of Florida provided that such meetings are held within the United States.

ARTICLE XVI. AMENDMENTS

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator have executed these Articles of Incorporation this 6th day of January, 1998.


Edith S. Beverly


Lloyd Beverly, Jr.

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, the undersigned officer, personally appeared **Edith S. Beverly and Lloyd Beverly, Jr.**, known to me, or who produced _____ identification, and known by me to be the persons described in and who executed the foregoing Articles of Incorporation, and did so for the purposes therein express, this 6th day of January, 1998.

(seal)



ELIZABETH S. JONES
COMMISSION # CC 587979
EXPIRES JUN 28, 2000
BONDED THRU
ATLANTIC BONDING CO., INC.

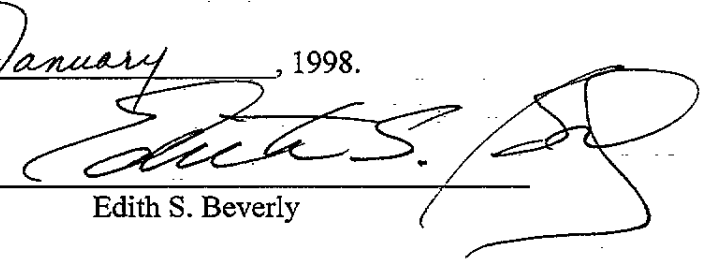

Notary Public

Commission Expires: 6/26/2000

**ACCEPTANCE OF DESIGNATION AS
REGISTERED AGENT**

I, **EDITH S. BEVERLY**, the undersigned hereby accept designation as registered agent of **BEVERLYHILLS KENNELS, INC.**

Dated this 6th day of January, 1998.


Edith S. Beverly

FILED
98 JAN -8 AM 7:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA