

P 98000008515

TRANSMITTAL LETTER

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

DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

98 JAN 26 AM 8:27

FILED

SUBJECT: CBN ENTERPRISES, INC.  
(Proposed corporate name - must include suffix)

700002411977--1  
-01/26/98 -01101--008  
\*\*\*\*\*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: COLLEEN B. NODURFT  
Name (Printed or typed)

1690 SANDPIPER STREET  
Address

MERRITT ISLAND, FL 32952  
City, State & Zip

(407) 459-1552  
Daytime Telephone number

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

mm 1-28-98

**ARTICLES OF CORPORATION  
OF  
CBN ENTERPRISES, INC.**

We, the undersigned, all being of full age, do hereby associate ourselves together and do hereby agree for ourselves, our associates and our assigns, to become a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that state, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby make, subscribe and acknowledge and file these Articles of Incorporation as follows:

**ARTICLE I**

*Name of Corporation*

The name of this corporation shall be CBN ENTERPRISES, INC.

**ARTICLE II**

*General Nature of Business*

The general nature of the business to be transacted by this corporation shall be:

- (1) Consultation, analysis and sale of products, services and distributorships to individuals, businesses and industry specific professionals.
- (2) In general to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida upon corporations formed thereunder, and to do any and all of the things hereinafter set forth as principal, agent, or otherwise, either along or in conjunction with others, and in any part of the world.
- (3) To acquire by purchase or lease, or otherwise, lands and interests 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 with their appurtenances, and to rebuild, enlarge, alter or improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied and to mortgage, sell, lease, or otherwise dispose of any lands or interests in lands, and in buildings or other structures and any stores, shops, suites, rooms or parts of any buildings or other structures at any time owned or held by the corporation.
- (4) To lend money and to negotiate loans, to draw, accept, endorse, discount, buy, sell and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments and securities; generally to carry on and undertake any business undertaking, transaction or operation commonly carried on or undertaken by capitalists, promoters, and financiers which may seem capable of being conveniently carried on in conjunction with the above or calculated on directly to enhance the value of or render profitable any property or right of the corporation.
- (5) To purchase, issue, own, hold, sell, draw, accept, and discount bonds, stocks of all kinds, promissory notes, bills of exchange, mortgages, liens, leases, contracts in writing and other instruments evidencing any and all rights and interests in and to any real estate, chattels, or causes in action, including the power to exercise all the rights and privileges of owner or owners thereof.
- (6) To borrow or raise money for any of the purposes of the corporation, in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes or other obligations of any nature, and in any manner for moneys so borrowed without limit as to amount, and if any to the extent so determined, to secure the principal thereof, and the interest thereon by mortgage upon or pledge or conveyance or assignment in trust of the whole or any part of the property of the corporation, real or personal, including contract rights either at the time owned or thereafter acquired or in any other manner.

(7) To acquire a ll or any part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in the business similar to any business which the corporation has the power to conduct, to pay for the same in cash or stock or bonds of the corporation, or otherwise, to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation and to conduct in any lawful manner the whole or any part of the business thus acquired.

(8) To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of or otherwise to acquire or obtain the use of, and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copy rights, trademarks, trade names, brands, labels, patent rights, letters patent and patent applications of the United States of America or of any other country, government or authority, and any inventions, improvements, processes formulae, mechanical or other combinations, licenses and privileges, whether in connection with or secured under letters patent or otherwise, which are or shall be necessary, convenient, adoptable for the utilization by the corporation in any way directly or indirectly, of such letters patent, and patent applications, trade names, trademarks, copyrights and pending applications therefore, inventions, improvements, processes, formulae, mechanical and other combinations, licenses and privileges.

(9) To purchase or acquire by gift, devise, bequest or otherwise and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature or description, real, personal and mixed, or any right or interest therein, without limit as to amount within or without the State of Florida.

(10) To enter into, make and perform contracts of every sort and description, which maybe necessary or convenient to the carrying on of the business of the corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof.

(11) To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the corporation is organized.

(12) The objects and purposes specified in the foregoing clauses of this Article II shall, except where otherwise expressed in this Article, be in no wise limited or restricted by reference to, or inference from, the terms of any other clause of this or any other Article of these Articles of Incorporation, but shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

### ARTICLE III

#### *Stock*

The maximum number of shares of stock that this corporation shall be authorized to issue and have outstanding at any one time shall be limited to ONE THOUSAND shares (1,000), to consist of ONE THOUSAND shares (1,000) of capital stock of the par value of ONE DOLLAR (\$1.00) per share, which shall be issued for such consideration as may be fixed by the Board of Directors of the corporation.

### ARTICLE IV

#### *Initial Capital*

The amount of capital with which this corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

## ARTICLE V

### *Term of Existence*

This corporation shall exist perpetually unless dissolved according to law. Corporate existence commences at the moment of executing the corporate charter.

## ARTICLE VI

### *Address*

Pursuant to 607.034, Florida Statutes, the principal office of the proposed corporation in the State of Florida is 1690 Sandpiper Street, Merritt Island, Florida 32952, and at such other place or places as the Board of Directors may from time to time establish.

## ARTICLE VII

### *Number of Directors*

The number of directors of this corporation shall be three (3).

## ARTICLE VIII

### *Initial Directors and Officers*

The names and post office address of the members of the first Board of Directors, the President and Secretary who shall hold office for the first year of existence of the corporation, or until their successors shall have been elected and qualified are:

Name	Address	Position
COLLEEN B. NODURFT	1690 Sandpiper Street Merritt Island, FL 32952	President and Director
ANDREA OSTERMAN	1850 Marysville Drive Deltona, FL 32725	Secretary
C. L. HAWKINS	2413 NE 13th Street Ft. Lauderdale, FL 33304	Director
D. I. NODURFT	2051 NE 55th Street Ft. Lauderdale, FL 33308	Director

## ARTICLE IX

### *Subscribers*

The names and post office addresses of each subscriber of the Articles of Incorporation and the number of shares of stock and the value of the consideration therefore, which each agrees to take are as follows:

Name	Address	Shares	Consideration
COLLEEN B. NODURFT	1690 Sandpiper Street Merritt Island, FL 32952	500	\$500.00

Any stockholder may deliver cash or assets in kind or services actually performed for the stock to which he has subscribed to purchased. The proceeds of the stock subscribed for is at least as much as the amount of capital necessary to begin business.

## ARTICLE X

### *Special Provisions*

(a) In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, amend, and alter By-laws of this corporation;

To fix the amount to be reserved as working capital over and above its capital stock paid in;

To authorize and cause to be executed mortgages and liens upon the real and personal property of the corporation;

From time to time to determine whether and to what extent and at which times and places and under what conditions and regulations the accounts of the corporation other than the stock book, or any of them, shall be open to inspection of the stockholders; and no stockholder shall have any right of inspecting any account book or document of this corporation except as conferred by statute unless authorized by resolution of the stockholders or directors.

(b) Pursuant to the affirmative vote of stockholders of record, holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all the property and assets of this corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the corporation.

(c) This corporation may in its By-laws confer upon its directors, power in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by the statutes, but not in violation thereof.

(d) Each stockholder of the corporation shall have the right upon the sale for cash of any new stock of the corporation of the same kind, class or series as that which he already holds, to purchase a prorata share of such stock at the price that it is offered to others. Any part of the notes, debentures, bonds or other securities convertible into or carrying warrants or options to purchase stock of this corporation may at any time be issued, optioned for sale and sold or disposed of by the corporation pursuant to resolution of its Board of Directors to such persons and upon such terms as may be to such Board of Directors proper but not without first offering such security to the existing stockholders of the corporation, prorata.

(e) No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be effected or invalidated by the fact that any one or more of the Directors of the corporation is or are interested in, or a Director or officer or Directors or officers of any other corporation, and any Director or Directors, individually or jointly may be party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or persons, firm, or corporation, and each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation without regard to the fact that he is also a Director of such subsidiary or controlled corporation.

(f) Both stockholders and directors shall have power, if the By-laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of the corporation outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

(g) This corporation reserves the right to amend, alter, change or repeal any provisions contained in this Article of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation, provided, however, that all such action be in accord with the laws of Florida.

## ARTICLE XI

Each director and officer, in consideration for his services, shall be indemnified, whether then in office or not, for the reasonable costs and expenses incurred by him in connection with the defense of, or for advice concerning, any claim asserted or proceeding brought against him by reason of his being or having been a Director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act of omission to act as such Director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect to which such claim is asserted or proceeding brought. The foregoing right of indemnification shall be inclusive of any other rights to which any director or officer may be entitled as a matter of law.

## ARTICLE XII

The street address of the initial registered office of this corporation is and the name of the initial registered agent of this corporation at this address is 1690 Sandpiper Street, Merritt Island, Florida, 32952 and the name of the initial registered agent of this corporation at this address is Andrea P. Osterman.

WE, THE UNDERSIGNED, being the original subscribers to the capital stock herein before named, for the purposes of forming a corporation to do business both within and without the State of Florida, do make, subscribe and acknowledge and file these Articles of Incorporation hereby declaring and certifying that the facts therein stated are true, and have respectively agreed to take the number of shares of stock heretofore set forth, and accordingly have hereunto set my name and seal this the 23rd day of January, 1998.

Colleen B. Nodurft (SEAL)  
Colleen B. Nodurft

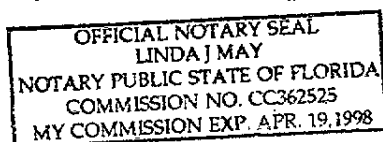
**STATE OF FLORIDA  
COUNTY OF BREVARD**

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared COLLEEN B. NODURFT to me known to be the persons described in and who executed the foregoing Articles of Incorporation as subscribers to those Articles of Incorporation.

WITNESS, my hand and official seal in the County and State named above, this the 23rd day of January, 1998.

Linda J. May  
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted:  
That CBN ENTERPRISES, INC., desiring to organize or qualify under the laws of  
the State of Florida with its principle place of business at the city of Merritt Island,  
State of Florida, has named ANDREA OSTERMAN, located at 1690 Sandpiper  
Street, Merritt Island, Florida 32952, as its agent to accept service of process within  
Florida.

Colleen B. Noddy (SEAL)

President  
Title

1-23-98  
Date

Having been named to accept service of process for the above stated corporation, at the  
place designated in this Certificate I hereby agree to act in this capacity, and I further agree to  
comply with the provisions of all Statutes relative to the proper and complete performance of  
my duties.

Andrea Osterman (SEAL)  
Resident Agent

1-23-98  
Date

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TALLAHASSEE, FLORIDA