

P98000014709

Requestor's Name _____

Address _____

City/State/Zip _____ Phone # _____

Office Use Only

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

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
 98 FEB 13 AM 3:22
 CLERK OF DISTRICT COURT
 ALACHUA COUNTY, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domesfication
<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

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 -02/13/98--01075--005
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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

JB
 2-13-98

Examiner's Initials	
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ARTICLES OF INCORPORATION

of

WTF essences, Inc.

FILED
98 FEB 13 AM 3:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, William T. Floyd and Barry M. Beckta, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the Corporation shall be:

WTF essences, Inc.

The principal place of business of this corporation shall be 714 Pine Island Road, Cape Coral Florida 33991, and the name of the initial Registered Agent at said address is Barry M. Beckta

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida Corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is Two Thousand (2000) shares of capital stock with a par value of One & 00/100 Dollars (\$1.00) per share.

ARTICLE V

The initial street address in Florida of the initial registered office of the corporation is 714 Pine Island Road, Cape Coral, Florida 33991.

ARTICLE VI

The initial Board of Directors shall consist of two (2) members, who need not be residents of the State of Florida or shareholders in the corporation.

ARTICLE VII

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

William Taylor Floyd 1310 S. Osprey Ave Sarasota Florida 34239

Barry Michael Beckta 3908 Papaya Street St. James City, Florida 33956

ARTICLE VIII

The shareholders shall the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders meeting with no less than a majority of the vote of the common stock.

ARTICLE IX

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation as may be issued for money or any property or services, from time to time, and in addition to the stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ration of the authorized and issued shares of common stock held by the holder to all shares of common stock currently authorized and issued.

ARTICLE X

10.1 The corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgements, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similiar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by written instrument signed by a majority of all the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interests of the Corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all directoprs, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

10.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), (c) of paragraph 11.1 If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, the undersigned have made and subscribed to the above Articles of Incorporation at SARASOTA Florida, on the 30 day of JAN 1998

William T. Floyd
William T. Floyd

Barry M. Beckta
Barry M. Beckta

STATE OF FLORIDA
COUNTY OF SARASOTA

BEFORE ME, the undersigned authority, personally appeared WILLIAM T. FLOYD to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 30 day of JAN 1998

Kathleen Esposito
NOTARY PUBLIC

My Commission Expires: 9/18/01



STATE OF FLORIDA
COUNTY OF FL

BEFORE ME, the undersigned authority, personally appeared BARRY M. BECKTA, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 30 day of Jan 1998

Kathleen Esposito
NOTARY PUBLIC



ARTICLES OF INCORPORATION

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be:

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is:

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

ARTICLE V INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation are:



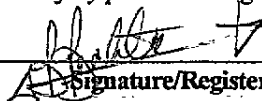
Signature/Incorporator

2/10/98
Date

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(An additional article must be added if an effective date is requested.)

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 I am familiar with and accept the obligations of my position as registered agent



Signature/Registered Agent

2/10/98
Date