

P98000069480

Walter DeLoatch Jr

Requestor's Name

44 W. Flagler St. Ste 2175

Address

Miami FL 33130

City/State/Zip

Phone #

300002608553--7

-08/05/98-01112-003

*****70.00 *****70.00

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

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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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98 AUG -5 PM 2:24
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

CB
8-10-98
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ARTICLES OF INCORPORATION
OF
MYRIAD PUBLISHING, INC.

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLE I: CORPORATE NAME

The name of this Corporation is MYRIAD PUBLISHING, INC.

ARTICLE II: TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE III: ORGANIZATION

This corporation is organized for the purpose and shall have the power to transact any and all lawful business under the laws of the State of Florida.

ARTICLE IV: NATURE OF BUSINESS

The general nature of the business to be transacted by said corporation shall be to conduct any and all lawful business:

Additionally, and for the purpose of carrying on the business aforesaid, said corporation shall be entitled to buy, sell, lease or convey property, both real and/or personal property, as the same shall be necessary and generally to do all things that may be necessary to conduct said business.

Said corporation may purchase, take on, lease or exchange, hire or otherwise acquire, hold, own, possess, equip, use, improve, maintain, manage, develop, explore, exploit, deal in, sell, convey, assign, lease, mortgage, pledge or otherwise encumber or dispose of any and all real and personal property of

every kind and description as needed.

Said corporation may also rent, maintain and /or construct in whole or in part, offices and buildings for the corporation; to acquire all or any part of the good will, rights, property and business of any person, entity, partnership, association or corporation; to pay for same in cash or in stocks, bonds, notes, mortgage or other obligations of the corporation or otherwise; to hold, utilize and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, entity, partnership association or corporation and conduct in any lawful manner the whole or any part of the business so acquired.

Said corporation may further purchase, lease or otherwise acquire real estate necessary to the operation of this corporation; to buy, lease, build, erect, equip, operate, maintain and sell such real estate and to construct, install, lease, own and operate telephone exchanges in buildings owned, leased or operated; to conduct any of the business of the corporation, either as principal, agent or factor, or in any other manner, or any other basis permitted by law.

The foregoing clauses shall be construed as purposes, objects and powers of the corporation. It is hereby expressly provided that the enumerations herein of specific purposes, objects and powers shall not be held to limit or restrict in any manner the general powers of the corporation and the matters expressed in each clause shall, except as expressly otherwise

provided, be limited by reference to or inference from terms of any other clause but shall be regarded as independent purposes, objects and powers.

ARTICLE V:"S" CHAPTER DESIGNATION

Pursuant to the provisions of Section 1372, Internal Revenue code, this Corporation shall be treated as a "Small business corporation" for income tax purposes, sometimes referred to as a Sub-Chapter S Election.

It is the further intention and purpose of the subscribers of these Articles of Incorporation that the stock of this corporation be qualified and subscribed to and sold all in accordance with the provisions of Section 1244 of the Internal Revenue Code, and it is contemplated that the stockholders and officers of this corporation shall adopt such resolutions as are appropriate in order to effectuate the treating of the stock of this corporation under Section 1244 of the Internal Revenue Code.

ARTICLE VI: CAPITAL STOCK

This corporation is authorized to issue 100 shares of no par common stock. The maximum number of shares of stock that this corporation is authorized to have issued and outstanding at any time is 100 shares of no par common stock. Said stock may be issued by the corporation either for cash, wholly or in part, for labor, services, contracts, mortgages, choses in action or property of any kind, nature or description at the valuation to

be fixed by the Board of Directors, which valuation, in their judgment, shall seem adequate. The vote or consent of the stockholders shall not be necessary for such issue.

When this consideration fixed by the Board of Directors for said stock has been fully paid and delivered, any and all shares so issued therefore shall be fully paid stock and not subject to any further call or assessment thereof.

ARTICLE VII: AMOUNT OF CAPITAL

The amount of capital with which this corporation will begin is not less than \$500.00.

ARTICLE VIII: SHAREHOLDER RIGHTS

Every shareholder, upon the sale or cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issue of fractional shares) at the price at which it is offered to others.

ARTICLE IX: CORPORATE ADDRESS

The street address of the initial registered office of this corporation is 44 West Flagler Street, Suite 2175, Miami, Florida 33130. The Board of Director(s) may from time to time, move the principal office to any other address in the State of Florida and establish branches and subsidiaries in any place within and without the United States.

ARTICLE X: REGISTERED AGENT

The name of the initial Registered Agent of this corporation is WALTER DELOATCH, JR. whose address is 44 West Flalger Street, Suite 2175, Miami, Florida 33130.

ARTICLE XI: DIRECTORS

This corporation shall have three (3) directors. The number of directors may be increased or diminished from time to time by the laws adopted by the stockholders, but shall never be less than two.

ARTICLE XII: INITIAL BOARD OF DIRECTORS

The names and addresses of the initial first Board of Directors, who subject to the provisions of the Certificate of Incorporation, the by-law and the corporation laws of the State of FLORIDA, shall hold office for the first year of the corporation's existence, or until his/their successor(s) are elected and have qualified, are

LILLIAN DELOATCH - DAWSON
DIRECTOR/PRESIDENT
1403 Vickers Avenue
Durham, North Carolina 27707

WALTER DELOATCH, JR.
VICE-PRESIDENT/DIRECTOR
44 West Flagler Street, Suite 2175
Miami, Florida 33130

CLEMENT A. DELOATCH
DIRECTOR/SECRETARY
1942 West Taylor Avenue
East Point, GA

ARTICLE XIII: SUBSCRIBERS

The name(s) and addresses of the subscribers of these Articles of Incorporation, the number of shares stock each agrees to take and the value of the consideration thereof are:

WALTER DELOATCH, JR., \$500.00

ARTICLE XIV: STOCK RESTRICTIONS

The stockholders, now and in futuro, agree this corporation's stock is restricted. Hence, no stockholder or director may assign, pledge, sell, transfer, encumber or in anyway hypothecate or dispose of any stock without first written refusal to the other stockholders. The stockholders shall have a period of sixty (60) days from the time of receipt of said offer to elect to accept or decline the stock. If an election to accept the offer results, the electing stockholder shall notify the seller of such acceptance in writing.

In the event the corporation shall either refuse or be unable to purchase all or any part of such offered shares of stock, then after the expiration of sixty (60) days from the time of the receipt of the aforesaid offer, the stock, to the extent that it was not purchase by the shareholders, shall be deemed to have been offered to the Corporation on the same terms and conditions. The corporation shall have a period of Ten (10) days from the time of the expiration date of the offer made to the Corporation to accept and thereby purchase the stock offered or decline such offer.

ARTICLE XV: AMENDMENTS

These Articles of Incorporate 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 stockholders' meeting by two-thirds (2/3) of the stockholders entitled to vote thereon.

ARTICLE XVI: ACKNOWLEDGEMENT

Having been named to accept service of process for MYRIAD PUBLISHING, INC., at the place designated in this Article, I hereby accept to act in this capacity and agree to comply with the provision of said act relative to keeping open said office.

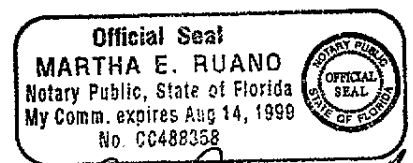
Walter DeLoatch, Jr.
WALTER DELOATCH, JR.
Registered Agent

I THE UNDERSIGNED, being the original subscriber to the capital stock herein above named for the purpose of forming a corporation for profit to do business both within and without the State of Florida, do hereby make, subscribe, acknowledge and file this Certificate, hereby declaring and certifying that the facts herein stated are true and do agree to take the number of shares of stock herein above set forth, and accordingly have hereunto set my hand and seal this 4th day of August, 1998.

Walter DeLoatch, Jr.
WALTER DELOATCH, JR.

Driver License

12432-900-55-321-0



STATE OF FLORIDA)
COUNTY OF PALM BEACH) SS

I HEREBY CERTIFY that on this day before me, a Notary Public duly authorized to administer oaths and take acknowledgments, personally appeared WALTER DELOATCH, JR. and registered agent to me well known to be the persons described as subscribers in and who executed the foregoing Articles of Incorporation, and acknowledge before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and seal in the County and State named above
this 4th day of August, 1998.

Mr. Quaid

Notary Public, State of Florida

My Commission Expires:

