

P99000000 4328

Barney A. Richmond  
Requester's Name

P.O. Box 4346  
Address

West Palm Beach, FL 33402-4346  
City/State/Zip Phone #

500002739105--6  
-01/13/99--01019--006  
\*\*\*\*367.50 \*\*\*\*\*78.75

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 #)

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

**NEW FILINGS**

- ☐ Profit  
☐ Not for Profit  
☐ Limited Liability  
☐ Domestication  
☐ Other

**OTHER FILINGS**

- ☐ Annual Report  
☐ Fictitious Name

**AMENDMENTS**

- ☐ Amendment  
☐ Resignation of R.A., Officer/Director  
☐ Change of Registered Agent  
☐ Dissolution/Withdrawal  
☐ Merger

**REGISTRATION/QUALIFICATION**

- ☐ Foreign  
☐ Limited Partnership  
☐ Reinstatement  
☐ Trademark  
☐ Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
99 JAN 13 PM 3:41

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
BERKSHIRE FINANCIAL CORPORATION**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION  
99 JAN 13 PM 3:41

**ARTICLE I**

**Corporate Name**

The name of this corporation is BERKSHIRE FINANCIAL CORPORATION.

**ARTICLE II**

**Nature of Business and Powers**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of Florida.

**ARTICLE III**

**Capital Stock**

The maximum number of shares of common stock that this Corporation is authorized to issue and have outstanding at any one time is 50,000,000 shares having a par value of .01 per share.

The maximum number of shares of preferred stock that this Corporation is authorized to issue and have outstanding at any one time is 25,000,000 shares having a par value of .01 per share.

**ARTICLE IV**

**Preemptive Rights**

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share at the price and on the terms at which it is offered to others.

## **ARTICLE V**

### **Terms of Existence**

The corporation shall have perpetual existence.

## **ARTICLE VI**

### **Registered Agent and Initial Registered Office**

The Resident Agent and the street address of the initial Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Barney A. Richmond

505 North Flagler Drive - Suite 1600

West Palm Beach, FL 33401

The mailing address of the corporation is:

BERKSHIRE FINANCIAL CORPORATION

Post Office Box 4346

West Palm Beach, FL 33402-4346

## **ARTICLE VII**

### **Board of Directors**

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.

## **ARTICLE VII**

### **Initial Directors**

The name of the original director of this Corporation and their street addresses are:

Barney A. Richmond

Post Office Box 4346

West Palm Beach, FL 33402-4346

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until their successors are elected or appointed and have qualified, whichever shall first occur.

#### ARTICLE IX

##### Incorporator

The name and street address of the person signing these Articles of Incorporation as the Incorporator is:

Barney A. Richmond

Post Office Box 4346

West Palm Beach, FL 33402-4346

#### ARTICLE X

##### Amendment

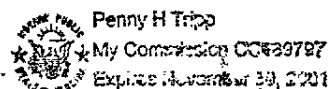
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

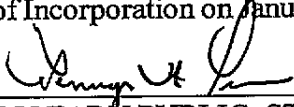
IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation this 12 day of January, 1999

  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

BEFORE ME, a Notary Public, personally appeared Barney A. Richmond to me known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation on January 11<sup>th</sup>, 1999.



  
NOTARY PUBLIC, STATE OF  
FLORIDA AT LARGE

ACCEPTANCE OF REGISTERED AGENT

The undersigned does hereby accept the appointment and designation as Registered Agent for BERKSHIRE FINANCIAL CORPORATION, this 11<sup>th</sup> day of January, 1999 and agrees to comply with all laws applicable to said capacity.

Having being named to accept service of process for the above named Corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the appointment in complete performance of my duty applicable to said capacity.

Dated: January 11<sup>th</sup>, 1999

  
Barney A. Richmond

Resident Agent

Address: 505 North Flagler Drive - Suite 1600  
West Palm Beach, FL 33401

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
99 JAN 13 PM 3:41