

Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.

Robin Hood Collections, Corp.

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Articles of Incorporation
of
Robin Hood Collections, Corp.

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The undersigned natural person, of legal age, acting as incorporator under the provisions of Florida Statutes, Chapter 607, adopts the following Articles Incorporation:

ARTICLE I

The name of this corporation shall be *Robin Hood Collections, Corp.*

ARTICLE II

Purposes

The corporation may engage in any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes.

ARTICLE III

Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 1000 shares of common stock, each with a par value of \$1.00.

ARTICLE IV

Subscribers, Incorporators and Directors

The name and address of the Subscriber and Incorporator is *Michelle T. Morley* of Tavares, Florida. The names and addresses of the Directors are:

Michelle T. Morley, 303 North Texas Avenue, Tavares, FL 32778

ARTICLE V

Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.394 and the bylaws.

ARTICLE VI

Fundamental Changes

The affirmative vote of holders of the majority of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

A. Amendment, alteration, change or repeal of any provision of the

Articles of Incorporation;

((H99000003605 5))
Prepared by: Michelle T. Morley
303 North Texas Avenue
Tavares, FL 32778
(352) 343-4300 voice
(352) 343-1346 fax
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- B. Reorganization, merger or consolidation of the corporation;
- C. Sale, lease or exchange of the major portion of the property or assets of the corporation;
- D. Dissolution of the corporation.

ARTICLE VII

Directors

A. The business of the corporation shall be managed initially by a board of one director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one director.

B. The entire Board of Directors may be removed from office without assignment of cause by affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote. Directors who are not stockholders may be removed for cause by a majority vote of a quorum of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of 100% of the outstanding shares of all classes of stock entitled to vote, exclusive of his own share of stock.

D. Members of the Board of Directors or of an Executive Committee shall be deemed present at a meeting if a conference telephone, or similar communications equipment by means of which all persons participating in the meeting can hear each other, is used.

ARTICLE VIII

Operating Agreement

Two or more of the shareholders of this corporation entitled to vote may, as provided in the bylaws, from time to time enter into agreements providing for shareholders voting, the operation and/or government of the corporation and for such other matters as the parties to the agreement determine, and are permitted by law, and which relate to any phase of the affairs of this corporation. The Board of Directors may require, by resolution or by bylaw, that the existence of such agreement be noted on the certificates of stock of the corporation which are subject to such agreement.

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ARTICLE IX

Effective Date

The date that corporate existence shall begin shall be *upon filing of the Articles of Incorporation*, pursuant to Florida Statute 607.167.

ARTICLE X

Registered Office and Registered Agent

The address of the initial registered office of this corporation is 303 North Texas Avenue, Tavares, Florida. The name of the Registered Agent of this corporation is *Michael J. Rogers* at the above office address.

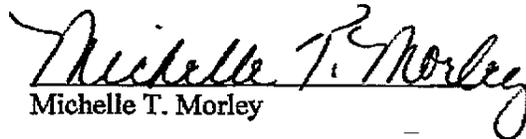
ARTICLE XI

Bylaws

Bylaws of this corporation may be adopted, amended or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the Incorporator, certifies to the truth of the facts herein stated this 16th day of February 1999.

The principal place of business of *Robin Hood Collections, Corp.*, will be located in Tavares, Lake County, Florida and the mailing address is 303 North Texas Avenue, Tavares, FL 32778.


Michelle T. Morley

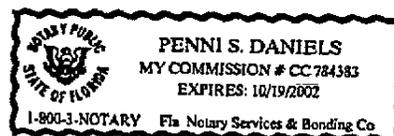
STATE OF Florida
COUNTY OF Lake

I HEREBY CERTIFY, that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, *Michelle T. Morley* who after being duly cautioned and sworn, did depose and say that she has affixed her name to the foregoing Articles of Incorporation of *Robin Hood Collections, Corp.*, as the original subscriber to said corporation, for the purposes therein expressed.

WITNESS my hand and official seal at Tavares County of Lake, State of Florida this 16th day of February 1999.


Notary Public
My Comm. Exp.:

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Acceptance of Appointment by Registered Agent of
Robin Hood Collections, Corp.

I, **Michael J. Rogers** whose business address is 303 North Texas Avenue, Tavares Florida 32778, and whose mailing address is the same, hereby accept appointment as Registered Agent of **Robin Hood Collections, Corp.**

I hereby certify that I am familiar with, and accept, the obligations provided in Florida Statute §607.0505.


Michael J. Rogers

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