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Dr. Etor J. Banny, Ph.D.
Requestor's Name

1731 NE 172 St.
Address

N. Miami Beach, FL 33162
City/State/Zip Phone #

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

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

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

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

April 5, 1999

DR. ETOR F. BANNY, PH.D.
1731 NE 172 STREET
NORTH MIAMI BEACH, FL 33162

SUBJECT: DR. ETOR F. BANNY, PH.D.(METAPHYSICS)
Ref. Number: W99000008039

We have received your document for DR. ETOR F. BANNY, PH.D.(METAPHYSICS) and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6925.

Barbara Brock
Document Specialist

Letter Number: 899A00017025

ARTICLE OF INCORPORATION

OF

BANNYS COUNSELING SERVICES, INC.

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes his signature to these Articles in order to form a business under the laws of the State of Florida.

ARTICLE I

NAME: The name of this organization is: _

BANNYS COUNSELING SERVICES, INC.

ARTICLE II

NATURE OF BUSINESS: The general nature of the business to be transacted by this organization is HELPING TURN HUMAN LIVES AROUND metaphysically, through spiritual courses, lectures, seminars, weekly meetings, pastoral counseling, sunday services, practitioners work and meditation.

To contract debts and borrow money, build professional training facilities, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfer of business property, or other instruments to secure the payment of business indebtedness as required by law.

To purchase the business assets of any other companies and engage in the same or other character of business.

To guarantee, endorse, purchase, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other company of the State of Florida or any other State or Government, and while owners of such stock to exercise all the rights, power, privileges of ownership, including the right to vote such stock.

To make and enter into all contracts and to do everything else necessary, suitable and proper for the accomplishment, furtherance or attainment of any one or all of the aforesaid

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objectives and purposes, either directly or incidental thereto, either alone or in association with other companies, firms or individuals, to the same extent and as fully as individuals might or could do as principals, agents, contractors or otherwise.

ARTICLE III

CAPITAL STOCK: The maximum number of shares of stock that this organization is authorized to have outstanding at any one time is (50) fifty shares of common stock without nominal or par value. That the shares of stock hereby authorized shall be issued and regulated pursuant to and in accordance with the provision of 1244 of the Internal Revenue Code of 1954. That the stock hereby authorized and to be issued shall be issued by the stock holders so as to entitle the organization and stock to qualify as a small business organization as defined in 1244 (c) (2) of the Internal Revenue Code of 1954. All the subscribers to these Articles do hereby elect to be treated as a sub-chapter as organization under the provisions of section 1371 through 1377 of the Internal Revenue Code.

ARTICLE IV

INITIAL CAPITAL: The amount of capital with this organization will begin business is not less than FIVE HUNDRED AND NO/100 (\$500.00 DOLLARS).

ARTICLE V

TERMS OF EXISTENCE: This organization is to exist perpetually.

ARTICLE VI

ADDRESS OF BUSINESS: The street address of the initial office, and the name of the initial registered agent at such address of this organization is hereby designated to be at 1731 NE 172 Street, North Miami Beach, Florida 33162. The name of the initial registered agent at such address is hereby designated to be: Dr. Etor F. Banny, Ph.D.

The organization may change its registered office pursuant to the provisions of section 607.037, Florida Statutes.

ARTICLE VII

BUSINESS MANAGEMENT: The business of the organization shall be managed by the stockholders of the organization, rather than by a board of directors. That by reason of such election, the stockholders of this organization shall be deemed directors of this organization. Any action of the stockholders may be taken without a meeting in accordance with the provisions of section 607.394, Florida Statutes. The stockholders of this organization be, and they are hereby empowered and authorized to exercise business power prescribed and designated to Board of Directors pursuant to section 607.111, Florida Statutes, and that in addition to these powers enumerated under 607.111, Florida Statutes, the stockholders are empowered and authorized to do the following additional acts:

- (a) Manage the business of the organization.
- (b) Declare and pay dividends or division of profits after taxation.
- (c) Impose and establish restrictions on transfer of stock and the terms and conditions thereto.
- (d) Establish and determine voting requirements including the requirements of unanimous voting of stockholders or
 - (1) President - Dr. Etor F. Banny, Ph.D
 - (2) Vice President - Mr. Akanimoh F. Etor
 - (3) Secretary - Miss. Juliana F. Etor
 - (4) Treasurer - Miss. Victoria F. Etor
- (e) Establish terms and conditions of employment of stockholders by this organization.
- (f) Provide for arbitration and the terms and conditions of arbitration, of issues as to which the stockholders are deadlocked in voting powers or as to which the directors are deadlocked and the stockholders are unable to break the deadlock; and

(g) To embody the foregoing terms (a) through (f) inclusive, in the by-law of the organization or in a side agreement in writing in accordance with chapter 607 of the Florida Statutes.

ARTICLE VIII

DIRECTORS: This organization shall have a Board of Directors consisting of FOUR directors. Shares shall be allotted to them in the manner provided in these Articles of Incorporation or the by-law, adopted by the stockholders. To the extent, any authorization or power extended to a director is pursuant to Chapter 607, Florida Statutes, said power shall be exercised by the stockholders of the organization.

ARTICLE IV

SUBSCRIBERS: The name of the initial subscribers to these Article of Incorporation, the number of shares of stock said subscriber agrees to take, and the value of the consideration therefore is:

<u>NAME</u>	<u>(\$10 PER SHARE)</u>	<u># OF SHARES</u>	<u>CONSIDERATION</u>
Dr.Etor F.Banny,Ph.D		40	\$ 400.00
Mr. Akanimoh F.Etor		4	40.00
Miss. Juliana F. Etor		3	30.00
Miss. Victoria F. Etor		3	30.00
		<u>50</u>	<u>500.00</u>

ARTICLE X

BOARD OF DIRECTORS: The number of directors constituting initial members of the board of directors shall be four (4). The name and address of the initial individual serving in this organization as Board of Directors is:

- | | |
|----------------------------|---|
| (1) Dr.Etor F.Banny,Ph.D | 1731 NE 172 Street,
North Miami Beach,
Florida 33162. |
| (2) Mr. Akanimoh F. Etor | Same as above |
| (3) Miss. Juliana F. Etor | Same as above |
| (4) Miss. Victoria F. Etor | Same as above |

ARTICLE XI

AMENDMENT: These Articles of Incorporation may be amended in the manner provided by the law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approval at a stockholders meeting by a majority of the stock entitled to vote thereon, unless the Director and the stock holders file a written statement manifesting his intention that a certain amendment to the Articles of Incorporation be made. It is therefore agreed that the President only shall be eligible to manage and finance the organization on behalf of all directors until they are financially capable and pay-up their shares in full settlement. At that point in time, a certificate of shares will be issued to each directors to signify their eligibilities.

IN WITNESS WHEREOF, the subscriber has hereunto set his hand and seal this 25th day of March, 1999.

Dr.Etor F. Banny, Ph.D
President (Registered Agent)
Accepts duties as Registered Agent.

Shanny Etor

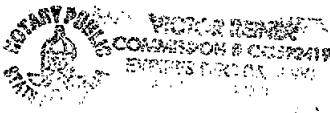
Mr. Akanimoh F.Etor
Vice President

A.F. Etor
SECRETARY OF STATE
ALABAMA, FLORIDA
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STATE OF FLORIDA)
)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, to me known to be personally appeared (Dr.Etor F.Banny, Ph.D) to me known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 25th day of March, 1999.



Victor Reiner
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.

VICTOR REINER