

*Madonna H. Whittaker, Attorney at Law*

*390 W. State Road 434, Suite 10, Longwood, FL 32750 Telephone (407) 339-7878*

August 18, 1999

P99000007S110

**CERTIFIED MAIL, RETURN RECEIPT REQUESTED--Z-423-426-889**

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32314

RE: SAVVY VENTURES, INC.  
Incorporation

800002931568--8  
-07/14/99--01097--016  
\*\*\*\*157.50 \*\*\*\*\*87.50

Our Client : Savvy Ventures, Inc.  
Our File : 40093  
Court Case Number : ---

SUBJECT: Articles of Incorporation

Dear Sir/Madam:

Articles of Incorporation and the designation of the initial place of business, registered agent, officers and directors of the above-described proposed corporation are enclosed to be filed with the Florida Department of State, Division of Corporations. The \$157.50 fee for that service was previously remitted. Please contact me if you have questions, concerns or problems regarding this matter. Thank you.

Sincerely,



MADONNA H. WHITTAKER  
Attorney at Law

MHW/

Encl. 7-22-99 letter # 499A00037492, re Progressive Investments Corporation  
Articles of Incorporation, two (2) copies  
Designation of place of business, agent, officers and directors

cc: Timothy D. Hudson, Registered Agent-Incorporator, with enclosures  
Edward L. Blacksheare, Incorporator, with enclosures

FILED  
TALLAHASSEE, FLORIDA

99 AUG 24 AM 8:11

FILED

gfc/23



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

July 22, 1999

MADONNA H. WHITTAKER  
390 W. STATE RD. 434, STE. 102  
LONGWOOD, FL 32750

SUBJECT: PROGRESSIVE INVESTMENTS CORPORATION  
Ref. Number: W99000016875

We have received your document for PROGRESSIVE INVESTMENTS CORPORATION and your check(s) totaling \$157.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 499A00037492

ARTICLES OF INCORPORATION  
of  
**SAVVY VENTURES, INC.**

SAVVY VENTURES, INC. (the "Corporation"), and the undersigned adopt the following Articles of Incorporation, for the purpose of forming a corporation for profit under the laws of the State of Florida.

**ARTICLE 1: NAME**

The Corporation's name shall be **SAVVY VENTURES, INC.**

**ARTICLE 2: ADDRESS**

The street address of the Corporation's principal office in the state of Florida shall be **1613 S. PINE RIDGE CIRCLE, SANFORD, FLORIDA 32772**. The Corporation's mailing address is **POST OFFICE BOX 664, SANFORD, FLORIDA 32772**. The Board of Directors may from time to time move the Corporation's principal office to any other address in the State of Florida.

**ARTICLE 3: REGISTERED OFFICE AND AGENT**

The street address of the registered office of this Corporation is **2809 GROVE DRIVE, SANFORD, FLORIDA 32773**. The Corporation's registered agent at that registered office address is **TIMOTHY D. HUDSON**.

**ARTICLE 4: NATURE OF BUSINESS**

The general nature of the business to be conducted by said Corporation shall be and is as follows—

Section 1. To acquire real property interests and engage in other various capital investments and venture opportunities.

Section 2. To purchase or otherwise acquire, construct, manufacture, make and fabricate, and to hold, own, use, manage, repair, improve and utilize, and to sell, pledge, mortgage, lease, transfer and otherwise dispose of, and to export, import, trade and deal in and with goods, wares, merchandise, and personal property of every character and description, as principal, agent or broker, and to carry on a general mercantile and commercial business in any part of the world.

Section 3. To acquire by subscription, purchase or otherwise, to hold for investment or resale, to mortgage, pledge, and to sell or otherwise dispose of, and in all ways to deal in and with, as principal or agent, and upon commission or otherwise, stocks, bonds, notes, debentures, mortgages, certificates of indebtedness, and other obligations and securities of corporations, private or public, domestic or foreign, and of municipal and governmental subdivisions, agencies and authorities, and notes, mortgages and other obligations of individuals, and investment securities and choses in action generally, with power to issue its own securities in exchange therefor to the extent permitted by the Corporation laws of the State of Florida; and to collect the interest and dividends on its holdings as well as the principal thereof; to make advances upon or for the benefit of, and to do all things equitable and proper for the protection, conservation and enhancement of value of any securities, choses in action, properties or investments held by it; and to possess and exercise, in respect to any thereof, all the rights, powers and privileges of individual owners or holders thereof, and to exercise any and all voting power thereon with respect thereto.

Section 4. Without limit as to amount, to borrow money for the purposes of the Corporation, to draw, make, accept, endorse, discount, execute, issue and transfer promissory notes, debentures, bills of exchange, bonds, warrants and other negotiable or transferable instruments, and to execute, issue, sell and dispose of bonds, notes, debentures and other obligations of the Corporation from time to time for any of its objects and purposes, with or without security and,

if so determined, to secure the same by mortgage, pledge, deed of trust, or otherwise.

Section 5. To acquire the good will, rights and property, and the whole or any part of the assets, tangible or intangible, and to undertake or in any way assume the liabilities of any person, firm, association or corporation; to pay for the said good will, rights, property and assets in cash, the stock of the corporation, bonds or otherwise, or by undertaking the whole or any part of the liabilities of the transferor; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

Section 6. To aid by loan, subsidy, guaranty or in any other manner whatsoever, any corporation, firm, syndicate, association or individual to the extent that the Board of Directors may deem advisable to promote the business, interest and purposes of the Corporation, and any corporation whose stocks, bonds, securities or other obligations are in any manner, either directly or indirectly, held or guaranteed by the Corporation; and to do any and all other acts or things toward the preservation, protection, improvement or enhancement in value of any stocks, bonds, securities or other obligations, and to do any or all such acts or things designed to accomplish any such purpose.

Section 7. To employ its surplus earnings or accumulated profits from time to time as the Board of Directors may determine, to purchase or otherwise dispose of or turn to account, as the Board of Directors may from time to time determine the stocks, bonds, debentures or other securities of this Corporation, to the extent permitted by law.

Section 8. To enter into, make, perform and carry out contracts for any lawful purpose pertaining to the business of the Corporation, *without limit as to amount*, with any person, firm, syndicate, committee, association or corporation, or municipal or governmental board, body, bureau, authority or agency, domestic or foreign, now or hereafter to be organized. To have one or more offices and to carry on its operations and to transact its business and promote its objects and purposes within the State of Florida or elsewhere, either alone or with other companies, firms or individuals, without restriction as to place or amount, and to have, use, exercise and enjoy all the general powers of a like corporation; and to do all and every act or acts, thing or things, necessary, suitable or the accomplishment of any of the purposes, or the of any of the objects, or the furtherance of any of hereinabove set forth, or incidental or pertaining to out of or connected with the aforesaid business or any part or parts thereof, provided the same be with the laws under which this Corporation is incorporated.

IN GENERAL, and in connection with the foregoing, this Corporation has been organized for the purpose of conducting any and all lawful business for which corporations of a like nature may be organized under the laws of the State of Florida, it being expressly provided that the enumeration of the objects, powers and purposes hereinabove specified shall not be held to limit or restrict in any manner the objects, powers and purposes of the Corporation. And no clause contained herein shall be limited and restricted by reference to the terms of any other clause, objects or purposes set forth in this Article, nor in any other Article hereof. Rather the objects, powers and purposes specified in each of the clauses herein shall be regarded as independent and cumulative objects, powers and purposes.

#### **ARTICLE 5: CAPITAL STOCK**

The amount of the authorized capital stock of the Corporation, being the maximum number and the classes of shares of stock that the Corporation is authorized to have outstanding at any one time, shall be *TWO (2) shares of uncertificated, common voting stock, having a par value of One Dollar (\$1.00) per share*. All stock issued shall be fully paid and non-assessable. Any of such stock may be passed and sold in whole or fractional shares. There shall be included in the Bylaws of the Corporation provisions recognizing preemptive rights of stockholders and limitations of issue and transfer of stock in violation of rights or agreements of the stockholders. The stockholders may include in their agreements among themselves or with the Corporation limitations on the transferability and agreements for preemptive rights of purchase with reference to such stock, or any part thereof, whether issued or to be issued, or options to purchase in the event of sale or pledge of stock issued by the Corporation.

#### **ARTICLE 6: INITIAL CAPITAL**

The amount of the capital with which this Corporation may and intends to begin business shall not be less than the sum of **sixteen thousand dollars (\$16,000 U.S.)**.

**ARTICLE 7: DURATION OF EXISTENCE**

The Corporation shall have perpetual existence.

**ARTICLE 8: DIRECTORS**

Section 1. The initial number of the directors of this Corporation shall be two (2). The number of directors may not be changed, but shall never be fewer than one (1).

Section 2. Directors, should there be more than one (1) number, may and shall act by simple agreement among them.

Section 3. Neither director shall be compensated for serving as a director.

Section 4. Each director shall share expenses and profits of the Corporation equally.

Section 5. Upon the death of any director, said deceased director's share of expenses and profits, as the case may be, shall inure to the deceased director's estate.

**ARTICLE 9: INITIAL DIRECTORS**

The names and post office addresses of the members of the first Board of Directors, who, subject to the provisions of the Bylaws and these Articles of Incorporation, shall hold office until the first annual meeting of the stockholders of the Corporation or until their successors are elected and have qualified, are as follows--

	Initial Director's Name	Director's Post Office Address
1.	Edward Blacksheare	Post Office Box 664, Sanford, Florida 32772
2.	Timothy D. Hudson	Post Office Box 1503, Sanford, Florida 32772

**ARTICLE 10: INCORPORATORS**

The name and post office address of each incorporator of these Articles of incorporation and a statement of the number of shares of stock which each has agreed to take and the value of the consideration to be paid therefor is as follows--

	Incorporator's Name	Incorporator's Street Address	Number of Shares	Consideration
1.	Edward Blacksheare	1613 S. Pine Ridge Circle, Sanford, Florida 32772	1	\$ 8,000.00
2.	Timothy D. Hudson	2809 Grove Drive, Sanford, Florida 32773	1	\$ 8,000.00

Neither incorporator shall be compensated for serving as an incorporator.

**ARTICLE 11: INDEMNIFICATION OF OFFICERS AND DIRECTORS**

The Corporation shall indemnify any officer or director, or any former officers or directors, to the full extent permitted by law, except as stated otherwise herein.

**ARTICLE 12: CONDUCT OF CORPORATION'S AFFAIRS**

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the Corporation--

Section 1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the Corporation except such as may be by statute, or by the Articles of incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

Section 2. Authorized shares of the capital stock of the Corporation shall be issued only for a consideration having a value in the judgment of the Board of Directors at least equivalent to the full par value of such par value stock.

Articles of Incorporation

However, nothing contained herein shall restrict the issuance of any such stock by the Corporation for a consideration of more than the par value of said stock.

Section 3. The initial Bylaws *may be adopted by the incorporators hereto*. Such Bylaws may be amended, altered or repealed only by the stockholders of the Corporation by affirmative vote of the holders of a majority of the common stock outstanding and entitled to be voted. No such Bylaws shall be in conflict with the provisions of the Articles of Incorporation or of any outstanding prior agreements of the stockholders which appear of record in the minutes book or other records of the Corporation.

Section 4. The Corporation shall have such officers as may from time to time be provided in the Bylaws. And such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors, subject to the Bylaws. **No officer shall be compensated for serving as an officer.**

Section 5. At all elections of directors, each holder of common stock shall be entitled to as many votes as shall equal the number of his/her/its shares of common stock multiplied by the number of directors to be elected, and he/she/it may cast all of such votes, in person or by proxy, for a single director or distribute them among the number to be voted or any two or more of the number to be voted, as he/she/it may see fit.

Section 6. No contract or other transaction between the Corporation and any other firm, association or corporation shall be affected or invalidated by the fact that any one or more of the Corporation's directors is or are interested in or is a member, director or officer, or are members, directors or officers of such other firm or corporation. And any director or directors individually or jointly may be a party or parties to or may be interested in any contract or transaction of the Corporation or in which the Corporation is interested. And no contract, act or transaction of the Corporation with any person, firm, association or corporation shall be affected or invalidated by the fact that any director or directors of the Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person, firm, association or corporation. And each director is hereby relieved from any liability that might otherwise exist from contracting with the Corporation for the benefit of any firm, association or corporation in which that director may be interested.

**ARTICLE 13: MEETINGS**

Section 1. A quorum at any meeting of the Board of Directors shall consist of two (2) directors.

Section 2. The first meeting of the Board of Directors shall be held on June 30, 1999 commencing at 5:00 p.m., at a place to be determined and agreed upon by the initial directors; and shall be chaired by Edward Blacksheare. And Timothy D. Hudson shall serve as the secretary-treasurer at the first meeting of the Board of Directors.

Section 3. Regular annual meetings of the Corporation shall be held on the days of June 30 and December 20 each calendar year, in Sanford, Florida.

Section 4. The Board of Directors shall meet officially at least two (2) times per calendar year; and may meet at any other times and as frequently as may be or become necessary to conduct the Corporation's affairs.

**ARTICLE 14: AMENDMENTS**

The Corporation reserves the right to amend, alter, change or repeal any provision contained herein in the manner now or hereafter prescribed by law and all rights conferred upon the stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of *at least a simple agreement of the Board of Directors*.

**ARTICLE 15: SUBSCRIPTION**

IN WITNESS WHEREOF, I, the undersigned person hereto subscribe, for the purpose of forming this Corporation under the laws of the State of Florida, and hereby make, acknowledge and file in the office of the Secretary of State of the State of Florida, these Articles of Incorporation, and certify that the facts herein stated are true, as of the date next indicated--

Officer/Incorporator(s) signing these Articles of Incorporation--

TIMOTHY D. HUDSON

signature:

  
TIMOTHY D. HUDSON, Incorporator

Date:

8/16/99

NOTARIZATION

STATE OF Florida

COUNTY OF Seminole

The foregoing instrument was sworn to, and signed and/or acknowledged, before me, the undersigned authority, by

Timothy J. Hudson as Incorporator

for Savvy Ventures, Inc., a Florida corporation, on

behalf of the immediately aforesaid entity, who (mark selections) is personally known to me ☐

and/or produced Florida driver license #325-804-61-176-D as identification

this date of August 16, 1999.

Notary's Signature: [Signature]

Notary's Printed Name: \_\_\_\_\_

Commission Number: \_\_\_\_\_

Commission Expires: \_\_\_\_\_



**M. WHITAKER**  
COMMISSION # CC605165  
EXPIRES DEC 03, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

Encl. \$ 35.00 Articles of Incorporation filing fee

**DESIGNATION OF PLACE OF BUSINESS OR DOMICILE,  
REGISTERED AGENT, OFFICERS AND DIRECTORS**

Place of Business or Domicile:

**SAVVY VENTURES, INC.**, a Florida corporation (the "Corporation") with its principal office at **1613 S. PINE RIDGE CIRCLE, SANFORD, FLORIDA 32772**.

Registered Office and Agent:

The street address of the Corporation's registered office is **2809 GROVE DRIVE, SANFORD, FLORIDA 32773**. And the Corporation designates **TIMOTHY D. HUDSON**, as its registered agent at that registered office address to accept service of process.

Newly Elected Officers:

<u>Officer's Name</u>	<u>Officer's Title</u>	<u>Officer's Post Office Address</u>
Edward Blacksheare	President	Post Office Box 664, Sanford, FL 32772
Timothy D. Hudson	Secretary	Post Office Box 1503, Sanford, FL 32772
Timothy D. Hudson	Treasurer	Post Office Box 1503, Sanford, FL 32772

Newly Appointed Directors:

<u>Initial Director's Name</u>	<u>Director's Post Office Address</u>
Edward Blacksheare	Post Office Box 664, Sanford, FL 32772
Timothy D. Hudson	Post Office Box 1503, Sanford, FL 32772

**SAVVY VENTURES, INC.**, a Florida corporation--

By— **TIMOTHY D. HUDSON**, as Registered Agent

signature: \_\_\_\_\_

**TIMOTHY D. HUDSON**

as/title/capacity: **Registered Agent**

Date: 8/16/99

REGISTERED AGENT'S ACCEPTANCE AND ACKNOWLEDGMENT

I, the undersigned, am familiar with and accept the obligations of the position of Registered Agent of **SAVVY VENTURES, INC.**, a Florida corporation. I agree as Registered Agent to 1) accept service of process, 2) keep the registered office open during prescribed hours, and 3) post my name in some conspicuous place in the registered office, as required by law.

\_\_\_\_\_  
**TIMOTHY D. HUDSON**, as Registered Agent of **SAVVY VENTURES, INC.**

NOTARIZATION

STATE OF Florida

COUNTY OF Seminole

The foregoing instrument was sworn to, and signed and/or acknowledged, before me, the undersigned authority, by

Timothy D. Hudson

as Registered Agent

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99 AUG 24 AM 8:11  
SEMINOLE COUNTY  
TALLAHASSEE, FLORIDA



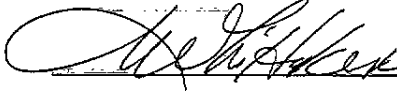
for SAVVY VENTURES, INC. a Florida corporation, on behalf of the immediately aforesaid entity, who (mark selections)

is personally known to me ☒

and/or produced Florida Driver license K205-846-1768 identification

this date of August 16, 1999

Notary's Signature:



Notary's Printed Name:

Commission Number:

Commission Expires:



M. WHITTAKER  
COMMISSION # CC605163  
EXPIRES DEC 03, 2000  
BONDED THROUGH  
ATLANTIC BONDING CO., INC.

Encl. \$ 35.00 Registered Agent Designation fee  
\$ 87.50 Application for Reserved Name fee