

P99000076950

DARRELL E. BURNHAM

Requestor's Name

316 WEST CENTRAL AVE #607

Address

WINTER HAVEN, FL 33880 (941) 299-9773

City/State/Zip

Phone #

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 #)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

☐ Walk in

☐ Pick up time _____

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☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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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DIVISION OF CORPORATIONS
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*****70.00 *****70.00

g/c 8/27

ARTICLES OF INCORPORATION
OF
AMERICAN BENEFITS CLUB, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 27 PM 3:44

APPROVED
AND
FILED

The undersigned by these Articles of Incorporation associates themselves for the purpose of forming a for profit corporation under Chapter 607, Florida Statutes, and certify as follows:

ARTICLE I-NAME

The name of the corporation, hereinafter called the "Corporation" Shall be
AMERICAN BENEFITS CLUB, INC.

ARTICLE II-PURPOSE

The corporation is formed for the purpose of providing various services and products to the general public through a club format and may include a multi-level marketing and any other lawful business permitted pursuant to the United States and Florida Law.

ARTICLE III-STOCK

The Corporation shall have the authority to issue two hundred (200) shares of common stock having a par value of ten dollars (\$10.00) per share.

ARTICLE IV-REGISTERED AGENT

The registered office of the Corporation and its registered agent to accept service of process within the State is Darrell E. Burnham, located at 316 West Central Avenue, Suite 607, Winter Haven, Florida 33880-2970. The principal office is located at 316 West Central Avenue, Suite 607, Winter Haven, Florida 33880-2970.

ARTICLE V-LIMITATIONS AND RESTRICTIONS

The corporate powers of this Corporation are as provided in Section 607.0302, Florida Statutes, unless limited as follows:

The President shall have the authority to act in any emergency to preserve the Corporation.

ARTICLE VI-TERM

The Corporation shall exist perpetually, unless terminated by due process of law.

ARTICLE VII-SUBSCRIBERS

The name(s) and residence(s) of the subscribers to these Articles of Incorporation are as follows:

Darrell E. Burnham, 1550 11th Street N. E., Winter Haven, Florida 33880-2660
Dorothy E. Burnham, 1550 11th Street N. E., Winter Haven, Florida 33880-2660
Lawrence E. Dobbins, Jr., 5025 The Oaks Circle, Orlando, Florida 32809-3048

ARTICLE VIII-DIRECTORS

- A. The affairs, property and business of the Corporation shall be managed and controlled by a Board of Directors consisting of not more than ten (10) nor less than one (1). The number of Directors shall be determined by the By-laws of the Corporation.
- B. Directors of the Corporation shall be the stockholder(s) of the Corporation and shall have one vote per share of stock.
- C. The names and addresses of the members of the first Board of Directors who shall hold office until terminated, are as follows:

Darrell E. Burnham, 1550 11th Street N. E., Winter Haven, Florida 33881-2660
Lawrence E. Dobbins, Jr., 5025 The Oaks Circle, Orlando, Florida 32809-3048
Dorothy E. Burnham, 1550 11th Street N. E., Winter Haven, Florida 33881-2660

ARTICLE IX-OFFICERS

- A. The affairs of the Corporation shall be administered by the officers designated in the By-law's of the Corporation. However, the Officers may employ a manager(s) or other supervisors(s), to carry out the day to day business of the Corporation.
- B. The Officers of the Corporation shall be President, Vice-President, Secretary, Treasurer (which may be combined with another office as allowed by law), and other Officers as may be provided in the By-laws of the Corporation.
- C. The Officers shall be elected by the Board of Directors as provided in the By-law's of the Corporation and shall serve until the expiration of the elected term in office unless removed, resigned or unable to continue for the full term. A term in office is defined as not less than two (2) years in the office elected.
- D. The names of the Officer(s) who shall serve until their successors are elected by the Board of Directors are as follows:

Darrell E. Burnham, President

Lawrence E. Dobbins, Jr., Vice-President

Dorothy E. Burnham Secretary/Treasurer

ARTICLE X-BY-LAW'S

The Board of Directors of this Corporation shall make, adopt, alter, amend and repeal such By-law's of the Corporation for the conduct of business of the Corporation and the carrying out of its purposes as such Board of Directors may deem necessary from time to time. The By-law's may be altered, amended or repealed by vote of the Stockholders of the Corporation in the manner provided in the By-law's.

ARTICLE XI-AMENDMENT


The Articles of Incorporation may be amended by a two-thirds (2/3) vote of the Board of Directors of the Corporation at a regular, special, or annual meeting upon notice given to the Board of Directors, as provided in the By-law's of the Corporation, of intention to amend these Article of Incorporation.

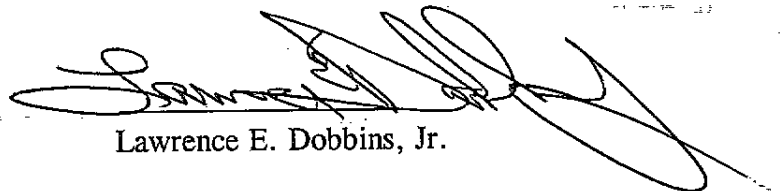
**ARTICLE XII-DEFENSE AND INDEMNIFICATION OF OFFIERS AND
DIRECTORS**

The Corporation shall defend, indemnify and hold harmless, every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be a party, except in relation to matters as to which he or she shall finally be adjudged in such action, suit or proceeding to be liable for willful misconduct. The foregoing rights shall be exclusive of other rights to which he or she may be entitled.

These Articles of Incorporation shall become effective upon filing with and the approval by the Secretary of State as indicated by an endorsement hereon with the date and time of approval set forth on a duplicate.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this ____ day of _____, 1999.


Darrell E. Burnham

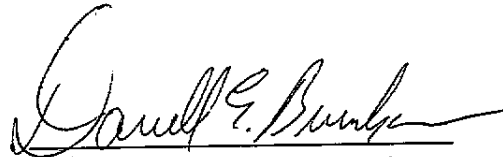

Lawrence E. Dobbins, Jr.

Dorothy E. Burnham

ACCEPTANCE BY REGISTERED AGENT

DARRELL E. BURNHAM, the Registered Agent named in the foregoing Articles of Incorporation, by the execution of the acceptance, do hereby agree to abide by the provisions of Section 607.034 of, Florida Statutes, with respect to the duties of such registered agent and agrees to maintain normal business hours at the following address:

316 West Central Avenue, Suite 607
Winter Haven, Florida 33880-2970


Darrell E. Burnham

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AND
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