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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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**FLORIDA PROFIT CORPORATION OR P.A.**

**Colman Manchester Corp.**

Certificate of Status	0
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Page Count	07
Estimated Charge	\$70.00

09/02/99 THU 09:54 FAX 954 457 0089 USA DIRECT CORP  
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FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

September 1, 1999

REJEAN LEDUC

SUBJECT: COLMAN MANCHESTER CORP.  
REF: W99000020329

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Neysa Culligan  
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FAX Aud. #: E99000021955  
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**ARTICLES OF INCORPORATION  
OF**

**Colman Manchester Corp.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is Colman Manchester Corp.,

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 1001 N. Federal Hwy, Suite 205, Hallandale, Florida and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is Rejean Leduc 1001 N. Federal Hwy, suite 205, Hallandale, FL 33009:

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be :

Rejean Leduc, President and Secretary

Rejean Leduc  
1001 N. Federal Hwy, suite 205  
Hallandale, FL 33009  
(954) 457-9070

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**FAX AUDIT#H99000021955 2****ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be :Rejean Leduc

**ARTICLE 7 - CORPORATE CAPITALIZATION**

The Corporation is authorized to issue two million (2,000,000) Class « A » common shares with a nominal or par value of \$1.00 each, ten thousand (10,000) Class « B » preferred shares with a nominal or par value of \$100.00 each, ten thousand (10,000) Class « C » preferred shares with a nominal or par value of \$10.00 each, ten thousand (10,000) Class « D » preferred shares with a nominal par value of \$10.00 each, ten thousand (10,000) Class « E » preferred shares with a nominal par value of \$10.00 each, ten thousand (10,000) Class « F » preferred shares with a nominal par value of \$10.00 each and ten thousand (10,000) Class « G » preferred shares with a nominal par value of \$10.00 each.

The rights, privileges, restrictions and conditions attaching to the said Class « A » common shares, Class « B » preferred shares, Class « C » preferred shares, Class « D » preferred shares, Class « E » preferred shares, Class « F » preferred shares and Class « G » preferred shares are as follow :

1. The holders of the Class « A » common shares shall be entitled to one (1) vote for each share held by them at all meetings of shareholders except meetings at which only shareholders of a specified class of shares, other than the Class "A" common shares, are entitled to vote, and they shall be entitled to notice of all meetings of shareholder of the corporation.
- 2.- Except as otherwise specifically provided in the Florida Business Corporation Act, the Class "B" preferred shares shall not carry any right to vote nor shall the holders thereof be entitled to notice of or to attend shareholders meetings.
3. The Class "A" common shares and Class "B" preferred shares shall, subject to the rights of the Class "C" preferred shares, Class "D" preferred shares, Class "E" preferred shares, Class "F" preferred shares, and Class "G" preferred shares, be entitled at all times and for time to time, in the sole, absolute and unfettered discretion of the directors, to an unfixed non-cumulative dividend in any amount. Each Class "A" common share and Class "B" preferred share shall rank "pari passu" with respect to any such dividend.
- 4.- The Class "A" common shares and the Class "B" preferred shares shall rank "pari passu" in every other respect, and the holders of such Class "A" common shares and Class "B" preferred shares, shall, subject to the rights of the holders of the Class "C" preferred shares, Class "D" preferred shares, Class "E" preferred shares, Class "F" preferred shares and Class "G" preferred shares, be entitled to receive the remaining property of the corporation upon a dissolution.

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- 5.- For purposes of these presents, the term "Redemption Amount" shall mean :
- a) In the case of a Class "C" preferred share, Class "D" preferred share, Class "E" preferred share and Class "F" preferred share, an amount equal to the consideration which each such share had been issued or in the event such share had been issued in consideration of property or past services, an amount equal to the fair equivalent of money that the corporation would have received if such shares had been issued for money, and
  - b) In the case of a Class "G" preferred share, an amount equal to one dollar (\$1.00);
- 6.- Each Class "C" preferred share, Class "D" preferred share, Class "E" preferred share, Class "F" preferred share, and Class "G" preferred share shall, in priority to the Class "A" common shares and Class "B" preferred shares, carry the right, in the discretion of the directors, to a fixed monthly non cumulative preferential dividend in the case of the Class "C" preferred shares, Class "D" preferred shares, Class "E" preferred shares and Class "F" preferred shares in an amount equal to one half (1/2) of one percent (1%) of the amount of the consideration for which each share had been issued or in the event such share has been issued in consideration of property or past services, in an amount equal to one half (1/2) of one percent (1%) of the amount of the fair equivalent of money that the corporation would have received if such share had been issued for money and in the case of the Class "G" preferred shares, and an amount equal one half (1/2) of one cent (\$0.01).
7. Each Class "C" preferred share, Class "D" preferred share, Class "E" preferred share, Class "F" preferred share and Class "G" preferred share shall, in priority to the Class "A" common shares and Class "B" preferred shares, carry the right in the event of the liquidation or winding-up of the corporation, to the repayment of an amount equal to the "Redemption amount".
- 8.- In the event that only part of the amount of the consideration received by the corporation for any share issued by the corporation is added to the stated capital account for the Class or Series of shares of which such share forms part, such share shall be deemed to have been issued for the full amount of the consideration received therefore for all purposes other than stated capital but including dividends, redemptions, purchases, liquidation and dissolution. If shares of the corporation are issued in payment of a dividend, the declared amount of the dividend stated as an amount of money shall be added to the stated capital account maintained for the shares of the class or series issued in payment of the dividend.

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9. The Class "C" preferred shares, Class "D" preferred shares, Class "E" preferred shares, Class "F" preferred shares and Class "G" preferred shares, shall not carry the rights to any further participation in profits or assets.
10. The holders of the Class "C" preferred shares and Class "E" preferred shares shall be entitled to one (1) vote for each share held by them at all meetings of shareholders except meetings at which only holders of a specified class of shares, other than the Class "C" preferred shares and Class "E" preferred shares are entitled to vote, and they shall be entitled to notice of all meetings of shareholders of the corporation.
11. Excepted as otherwise specifically provided in the Florida Business Corporation Act, the Class "D" preferred shares, Class "F" preferred shares and Class "G" preferred shares, shall not carry any right to vote nor shall the holders thereof be entitled to notice or to attend shareholders' meetings.
12. Each Class "C" preferred share, Class "D" preferred share, Class "E" preferred share, Class "F" preferred share and Class "G" preferred share shall be redeemable, at the option of the corporation, for a price equal to the "Redemption amount". The corporation may redeem all or any part of the Class "C" preferred shares, Class "D" preferred shares, Class "E" preferred shares, Class "F" preferred shares or Class "G" preferred shares, at any time of the option of the directors of the corporation upon a notice of seven days without the consent of the holders thereof, and if the whole amount of the then outstanding Class "C" preferred shares, Class "D" preferred shares, Class "E" preferred shares, Class "F" preferred shares or Class "G" preferred shares, shall be so redeemed, the shares to be redeemed shall be selected pro rata by lot or in any other manner as the directors may determine.
- 13.- Each Class "E" preferred shares, Class "F" preferred shares and Class "G" preferred shares shall be redeemable, at the option of the holder of such share for a price equal to the "Redemption Amount".
- 14.- The Class "C" preferred shares, Class "D" preferred shares, Class "E" preferred shares, Class "F" preferred shares and Class "G" preferred shares, shall rank "pari passu" and every other respect.

**Restrictions on share transfers:**

No shareholders shall be entitled to sell, transfer or otherwise dispose of any share or shares in the capital stock of the corporation, or any securities thereof, without either:

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- a) the previous express sanction of the holders of the majority of the Class "A" common shares, Class "C" preferred shares and Class "E" preferred shares in the capital stock of the corporation for the time being outstanding expressed by a resolution passed at a meeting of the Class "A", Class "C" and Class "E" shareholders or by an instruments in writing signed by the holders of a majority of the Class "A" common shares, Class "C" preferred shares and Class "E" preferred shares in the capital stock of the corporation for the time being outstanding; or
- b) the previous express lawful sanction of the board of the directors of the corporation at a duly constituted meeting of the board or in lieu thereof the previous express sanction of the directors of the corporation as evidenced by the lawful adoption of a resolution to that effect.

**Other provisions :**

- 1. The number of shareholders of the corporation is limited to 35, not including persons who are in the employment of the corporation and persons who, having been formerly in the employment of the corporation were, while in that employment and have continued after the termination of that employment to be shareholders of the corporation, two or more persons holding one or more shares jointly being counted as a single shareholder.
- 2. Any invitation to the public to subscribe for any shares, debentures or any others securities of the corporation is prohibited.
- 3. The directors of the corporation may, without authorization of the shareholders :
  - a) borrow money upon the credit of the corporation;
  - b) issue, reissue, sell or pledge debt obligations of the corporation; and
  - c) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

Nothing herein limits or restricts the borrowing of money by the corporation on bills of exchange or promissory note made, drawn, accepted or endorsed by or on behalf of the corporation.

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4. Subjected to the provisions of the Florida Business Corporation Act, the corporation may purchase or otherwise acquire any shares issued by it.
5. The corporation shall have a lien on the shares registered in the name of a shareholder or his legal representative for any indebtedness owed by him to the corporation, and such lien shall be enforceable in accordance with the bylaws of the corporation or otherwise.
6. Subjected to the Articles of the Incorporation and the Florida Business Corporation Act, the holder of a fractional share shall be entitled to that number of votes equal to one multiplied by the fraction represented by a such share and to notice of all meetings of shareholders of the corporation.

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations, or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered agent of this Corporation is Rejean Leduc, located at 1001 N. Federal Hwy, suite 205 Hallandale, FL 33009

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FAX AUDIT#H99000021955 2**ARTICLE 12 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE 13 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, state of Florida.

**ARTICLE 14 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment thereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 31<sup>st</sup> day of August, 1999

  
Rejean Leduc, Incorporator

I hereby am familiar with and accept the duties and responsibilities as Registered Agent.

  
Rejean Leduc  
Registered Agent99 SEP -2 AH10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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