

Division of Corporations

<https://cfs1.dos.state.fl.us/scripts/efilcovr.exe>

PO1000065273

Florida Department of State

Division of Corporations

Public Access System

Katherine Harris, Secretary of State

EFFECTIVE DATE

08-01-01

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H01000077911 5)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : LANDIS, GRAHAM, FRENCH, HUSFELD, SHERMAN & FORD, P.A.
Account Number : I20010000031
Phone : (386) 252-4717
Fax Number : (386) 253-7352

FLORIDA PROFIT CORPORATION OR P.A.

Power of 2, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	04 (5)
Estimated Charge	\$87.50

FILED
01 JUL -2 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McKnight JUL 02 2001

((H01000077911 5)))

**ARTICLES OF INCORPORATION
OF
POWER OF 2, INC.**

EFFECTIVE DATE
08-01-01

The undersigned, who, if a natural person, is eighteen years of age or older, hereby establishes a corporation pursuant to the Florida Business Corporation Act, as amended, and adopts the following Articles of Incorporation:

**Article I.
Corporate Name**

The name of this corporation is Power of 2, Inc.

**Article II.
Duration**

The corporation shall have an effective date of August 1, 2001, and shall exist perpetually.

**Article III.
Purpose**

The corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the State of Florida and of the United States. The corporation shall have and may exercise all the rights, powers and privileges now or hereafter conferred upon corporations organized under the laws of Florida.

**Article IV.
Capital Stock**

The corporation is authorized to issue One Thousand (1,000) shares of stock, all of which shall be voting common shares with a par value of \$1.00 (one dollar). All stock when issued shall be fully paid for and shall be nonassessable. All common shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

((H01000077911 5)))

FILED
01 JUL -2 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H01000077911 5)))

**Article V.
Designation of Registered Agent and Office**

The name of the initial registered agent of the corporation is Timothy C. Bernacchi. The street address of the initial registered office of the corporation is 294 N. Nova Road, Ormond Beach, FL 32174.

**Article VII.
Principal Office**

The principal place of business and mailing address of the corporation is 294 N. Nova Road, Ormond Beach, FL 32174.

**Article VIII.
Initial Board of Directors**

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the Bylaws of the corporation, but shall never be less than one. Directors need not be stockholders in the corporation. The names and addresses of the initial Board of Directors who shall hold office until the first annual meeting of shareholders of the corporation or until their successors are duly elected and qualified are as follows:

Timothy C. Bernacchi
294 N. Nova Road
Ormond Beach, FL 32174

Frances R. Garrard
294 N. Nova Road
Ormond Beach, FL 32174

Robert J. Bernacchi, Jr.

**Article IX.
Incorporator**

The name and street address of the incorporator of the corporation is as follows:

Timothy C. Bernacchi
294 N. Nova Road
Ormond Beach, FL 32174

((H01000077911 5)))

((H01000077911 5)))

**Article X.
Bylaws**

The power to adopt initial Bylaws shall be vested in the Board of Directors.

**Article XI.
Restrictions on the Transfer of Stock**

The following language shall appear on the stock certificates:

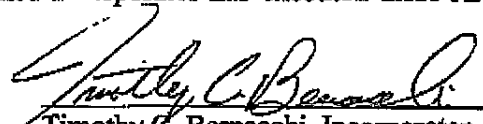
The shares represented by this certificate have not been registered under the Securities Act of 1933 or Chapter 517, Florida Statutes. The shares have not been acquired with a view to, or in connection with, any distribution thereof and may not be sold, pledged, hypothecated, transferred to or otherwise disposed of in the absence of an effective registration statement for the shares under the Securities Act of 1933 and Chapter 517 or an opinion of counsel satisfactory to the corporation that registration is not required under such Act and Chapter.

Further, if the stockholders of the Corporation elect for the Corporation to be taxed as a Subchapter S corporation (as defined in the Internal Revenue Code), no stockholder shall transfer all or any part of his or her shares of the Corporation's stock if that transfer would cause an election made by the Corporation to be taxed as an S corporation to terminate. Any such purported transfer shall be null and void.

**Article XII.
Amendments**

The Board of Directors of the corporation reserve the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of July, 2001.


Timothy L. Bernacchi, Incorporator

((H01000077911 5)))

((H01000077911 5)))

STATE OF FLORIDA
COUNTY OF VOLUSIA

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Timothy C. Bernacchi, known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

WITNESS my hand and official seal in the County and State set forth above this 2nd day of July, 2001.



Patricia Pagano Moyer
Notary Public, State of Florida
Patricia Pagano Moyer
Typed or Printed Name of Notary
Commission No. CC 850329
My Commission Expires: 9-10-2003

Personally Known _____ or
Produced Identification ✓
Type of Identification _____

Acceptance by Registered Agent

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in these Articles, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Timothy C. Bernacchi
Timothy C. Bernacchi

7/2/01
Date

FILED
01 JUL -2 PM 12:54
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

((H01000077911 5)))