

P0600002225

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

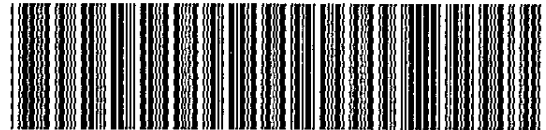
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900062499589

01/05/06--01014--013 **87.50

FILED
06 JAN -5 PM 2:51
CLERK OF STATE
TALLAHASSEE, FLORIDA

Karl H. Muhlbach
830 Blackland Terrace, Suite 308
Apopka, FL 32703

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

02 January, 2006

Subject: Incorporation of KHM and Associates, Inc.

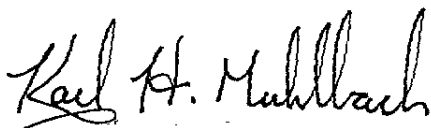
Dear Sir/Madame:

Enclosed are an original and two (2) copies of the Articles of Incorporation for the KHM and Associates, Inc., and a check for \$87.50 to cover filing fees, a certified copy and a certificate of status.

As incorporator and registered agent, I may be reached at the following address:

Karl H. Muhlbach
830 Blackland Terrace, Suite 308
Apopka, FL 32703
Phone: (321) 439-8621

Sincerely,

A handwritten signature in black ink that reads "Karl H. Muhlbach". The signature is written in a cursive style with a large, stylized 'K' and 'M'.

Karl H. Muhlbach

ARTICLES OF INCORPORATION

ARTICLE I - NAME

The name of the corporation is **KHM and Associates, Inc.** (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is 830 Blackland Terrace, Suite 308; Apopka, FL 32703.

ARTICLE III - PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the Florida Business Corporation Act.

ARTICLE IV - CAPITAL STOCK

1. Authorized Capital Stock.

(A) The maximum aggregate number of shares of common stock, par value of \$.0001 per share (the "Common Stock"), that this Corporation shall have authority to issue is 1,000,000 shares.

(B) No fractional shares shall be issued.

(C) No shareholder of any stock of the Corporation shall have preemptive rights.

(D) Dividends. The holders of shares of Common Stock shall be entitled to receive when, as and if declared by the Board, out of funds legally available therefore, dividends and other distributions payable in cash, property, stock (including shares of any class or series of the Corporation, whether or not shares of such class or series are already outstanding), or otherwise. No dividend or distribution shall be declared without the unanimous consent of the Board of Directors of the Corporation.

(E) Voting. Except as otherwise required by law or as set forth herein, the Common Stock shall be a voting stock, with one share holding one vote.

(F) Liquidation. A Liquidation shall be deemed to have occurred if the Corporation shall reorganize its capital, reclassify its capital stock, consolidate or merge with or into another entity (where the Corporation is not the survivor or where there is a change in or distribution with respect to the Common Stock), sell, convey, transfer or otherwise dispose of all or substantially

FILED
06 JAN -5 PM 2:51
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

all of its capital stock, property, assets or business to another entity, or effectuate a transaction or series of related transactions in which more than **Fifty Percent [50%]** of the voting power of the Corporation is disposed of.

(G) **No Preemptive Rights.** No holder of the Common Stock shall be entitled as of right to subscribe for, purchase or receive any part of any new or additional shares of any class, whether now or hereinafter authorized, or of bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares of any class, but all such new or additional shares of any class or bonds or debentures, or other evidences of indebtedness convertible into or exchangeable for shares may be issued and disposed of by the Board of Directors on such terms and for such consideration (to the extent permitted by law), and to such person or persons as the Board of Directors in their absolute discretion may deem advisable.

ARTICLE V – INITIAL OFFICERS AND DIRECTORS

Initial Officers and Directors shall be as follows:

Karl H. Muhlbach as Chairman (Director), CEO, President, Secretary, and Treasurer. Mr. Muhlbach's current residence is 830 Blackland Terrace, Suite 308; Apopka, FL 32703.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is 830 Blackland Terrace, Suite 308; Apopka, FL 32703. The name of its registered agent at that address is Karl H. Muhlbach.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Karl H. Muhlbach
Signature, Registered Agent

01/02/2006
Date

Karl H. Muhlbach
Signature, Incorporator

01/02/2006
Date

ARTICLE VII - INCORPORATOR

The address of the INCORPORATOR of the Corporation is 830 Blackland Terrace, Suite 308.
The name of its INCORPORATOR at that address is Karl H. Muhlbach

ARTICLE VIII - EXISTENCE

The Corporation shall have perpetual existence.

ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to, Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify **any and all other persons** whom it shall have power to indemnify under said Section or otherwise **under Florida law**, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

ARTICLE X – AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation this Second (2nd) day of January, 2006.

KHM and Associates, Inc.

By: Karl H. Muhlbach
Karl H. Muhlbach
Chairman, CEO, & President

[Signature] 1/2/2006
 Lihbet Sepulveda
My Commission DD278175
Expires December 30, 2007

FILED
06 JAN -5 PM 2:51
CLERK OF STATE
TALLAHASSEE, FLORIDA