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December 29, 2008

#### CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

R. A. Yancey & Associates, Inc.

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Filing Evidence  □ Plain/Confirmation Copy			Type of Document  ☐ Certificate of Status			
☑ Certified Copy			□ Certificate of Good Standing			
		□ Articles Only				
Retrieval Request  Photocopy				□ All Charter Documents to Include Articles & Amendments □ Fictitious Name Certificate		
	□ Certified Copy			Other		
	NEW FILINGS		AMENDMENTS		Fr. 2	
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	Fictitious Name		Limited Liability			
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#### **CERTIFICATE OF DOMESTICATION**

The undersigned, Raymond A. Yancey, President of R. A. Yancey & Associates, Inc., a foreign corporation, in accordance with Section 607.1801, Florida Statutes, does hereby certify:

- 1. The date on which the corporation was first formed was October 28, 1988.
- 2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was the Commonwealth of Virginia.
- 3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was R. A. Yancey & Associates, Inc.
- 4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to Sections 607.0202 and 607.0401, Florida Statutes, with this certificate is R. A. Yancey & Associates, Inc.
- 5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was the Commonwealth of Virginia.
- 6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Section 607.1801, Florida Statutes.

I am the President of R. A. Yancey & Associates, Inc. and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 22nd day of December, 2008.

Raymond A. Yancey

## ARTICLES OF INCORPORATION OF R. A. YANCEY & ASSOCIATES, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

#### ARTICLE I Name

The name of the corporation is R. A. YANCEY & ASSOCIATES, INC.

#### ARTICLE II Principal Office

The principal office and mailing address of the corporation shall be 1412 Colville Court, St. Augustine, Florida 32095.

#### ARTICLE III Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### ARTICLE IV Nature of Business

This corporation is organized for the purpose of operating a consulting business and all other legal purposes.

#### ARTICLE V Capital Stock

- (a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$1.00 per share.
  - (b) <u>Preemptive Rights</u>. Shareholders shall have no preemptive rights.
  - (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.

(d) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1412 Colville Court, St. Augustine, Florida 32095, and the name of the initial registered agent of this corporation at that address is Raymond A. Yancey.

#### ARTICLE VII <u>Directors</u>

- (a) <u>Number</u>. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The name and street address of the members of the first board of directors of the corporation are:

Raymond A. Yancey 1412 Colville Court St. Augustine, Florida 32095

Noel W. Yancey 1412 Colville Court St. Augustine, Florida 32095

- (c) <u>Compensation</u>. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.
- (d) <u>Indemnification</u>. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE VIII <u>Bylaws</u>

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### ARTICLE IX Incorporator

The name and street address of the incorporator of this corporation is:

Raymond A. Yancey 1412 Colville Court St. Augustine, Florida 32095

### ARTICLE X Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation and any rights conferred upon the shareholders are subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 23<sup>th</sup> day of December, 2008.

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Raymond A. Yancey

STATE OF FLORIDA

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COUNTY OF Doval

The foregoing instrument was acknowledged before me this 23 day of December, 2008, by Raymond A. Yancey.

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#DD 825060

Print Name Hoseph J. Varley

State of Florida at Large

Commission # D0 825060

My Commission Expires: Dec. 13, 2017

Personally known \_\_\_\_X

or Produced I.D.

[check one of the above]

Type of Identification Produced

## CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, <u>FLORIDA STATUTES</u>, THE FOLLOWING IS SUBMITTED:

R. A. YANCEY & ASSOCIATES, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE COUNTY OF ST. JOHNS, STATE OF FLORIDA, HAS NAMED RAYMOND A YANCEY, LOCATED AT 1412 COLVILLE COURT, ST. AUGUSTINE, FLORIDA 32095 AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Raymond A. Yancey

Dated: December 23, 2008

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Caymond A. Yancey

めated: December<u>, 名3</u>, 2008