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ALLIANCE

3/6/2023

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 546007 7578406

AUTHORIZATION :

COST LIMIT :

*South of the man*  
\$140.00

ORDER DATE : March 3, 2023  
ORDER TIME : 9:26 AM  
ORDER NO. : 546007-010  
CUSTOMER NO: 7578406

*if you cant do the  
both of these together  
just let me know & I can  
get you another server sheet*

ARTICLES OF MERGER AND INCORPORATION

KALIADES ASSOCIATES, INC.

INTO

KALIADES ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Alexxis Weiland

EXAMINER'S INITIALS: \_\_\_\_\_



**FOURTH:** Please check one of the boxes that apply to surviving entity:

- This entity exists before the merger and is a domestic filing entity.
- This entity exists before the merger and is not authorized to transact business in Florida.
- This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- The plan of merger was approved by the shareholders and each separate voting group as required.
- The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

n/a

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH: Signature(s) for Each Party:**

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>KALIADES ASSOCIATES, INC., a New York corporation</u>	<u><i>Paul Kaliades</i></u>	<u>Paul Kaliades, President</u>
<u>KALIADES ASSOCIATES, INC., a Florida corporation</u>	<u><i>Paul Kaliades</i></u>	<u>Paul Kaliades, President</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

- Corporations: Chairman, Vice Chairman, President or Officer  
*(If no directors selected, signature of incorporator.)*
- General partnerships: Signature of a general partner or authorized person
- Florida Limited Partnerships: Signatures of all general partners
- Non-Florida Limited Partnerships: Signature of a general partner
- Limited Liability Companies: Signature of an authorized person

**ARTICLES OF INCORPORATION  
OF KALIADES ASSOCIATES, INC.**

The undersigned, in forming a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

**ARTICLE 1  
NAME**

The name of the Corporation is **Kaliades Associates, Inc.** (hereinafter referred to as the "Corporation").

**ARTICLE 2  
CAPITAL STOCK**

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, at no par value per share.

**ARTICLE 3  
PRINCIPAL LOCATION; MAILING ADDRESS**

The current address of the principal place of business and the current mailing address of the Corporation is 7742 Glendevon Lane, Delray Beach, FL 33446.

**ARTICLE 4  
PURPOSE**

The Corporation is organized for the purpose of engaging in any business or enterprise permitted by law.

**ARTICLE 5  
INITIAL BOARD OF DIRECTORS**

The business and affairs of the Corporation shall be managed by and under the direction of its Board of Directors, and the directors need not be elected by written ballot unless required by the Bylaws of the Corporation. The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than nine (9) directors, and shall initially consist of one (1) director. The number of directors within these limits may be increased or decreased from time to time as provided in the Bylaws of the Corporation.

The powers of the incorporator are to terminate upon the filing of this Articles of Incorporation, and the name and mailing address of the person who is to serve as director until the first annual meeting of stockholders, or until his earlier death, resignation or incapacity or such date as his successor(s) is/are elected and qualified is:

**Paul Kaliades**  
7742 Glendevon Lane  
Delray Beach, FL 33446

**ARTICLE 6**  
**REGISTERED OFFICE AND INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of the Corporation is **Corporation Service Company**, located at 1201 Hays Street, Tallahassee, Florida 32301.

**ARTICLE 7**  
**INCORPORATOR**

The name and street address of the incorporator of the Corporation is **Paul Kaliades**, 7742 Glendevon Lane, Delray Beach, FL 33446.

**ARTICLE 8**  
**LIMITATION ON DIRECTOR LIABILITY**

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA"), or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

**ARTICLE 9**  
**INDEMNIFICATION**

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the Bylaws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

**ARTICLE 10**  
**BYLAWS**

The Board shall have the power to adopt the Bylaws of the Corporation. The Bylaws of the Corporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law. Certain material transactions of the Corporation, set forth in the Bylaws of the Corporation, shall require approval of the shareholders of the Corporation.

**ARTICLE 11**  
**AMENDMENT**

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

**IN WITNESS WHEREOF**, the incorporator has executed this Articles of Incorporation this 3<sup>rd</sup> day of March, 2023.



\_\_\_\_\_  
**Paul Kaliades, Incorporator**



**CONSENT OF REGISTERED AGENT  
OF  
KALIADES ASSOCIATES, INC.**

The undersigned, **Corporation Service Company**, whose address is 1201 Hays Street, Tallahassee, Florida 32301, hereby accepts appointment as the initial registered agent of **Kaliades Associates, Inc.**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.

**CORPORATION SERVICE COMPANY**

By: *Alexxis Weiland*, assistant vice president  
Name: Alexxis Weiland  
Its: Assistant Vice President

Date: March 3, 2023