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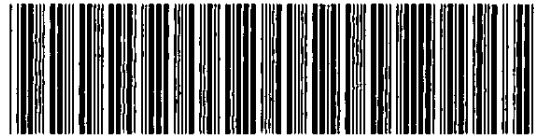
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CS. 7-15

## COVER LETTER

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

**SUBJECT:** Exceptional Lifestyles Home Integration Inc.  
(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00	\$78.75	\$78.75	√	\$87.50
Filing Fee	Filing Fee & Certificate of Status	Filing Fee & Certified Copy		Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>				

**FROM:** Gerard Krempasky      Name (Printed or typed)

533 Hinsdale Road      Address

Camillus, NY 13031      City, State & Zip

315-246-1500      Daytime Telephone number

**NOTE:** Please provide the original and one copy of the articles.

## ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I**      **NAME/Effective Date**

Section 1.01. Name. The name of the Corporation shall be:  
Exceptional Lifestyles Home Integration Inc.

Section 1.02. Effective Date. These articles shall be effective upon filing.

### **ARTICLE II**      **PRINCIPAL OFFICE**

Section 2.01. Principal Office. The principal place of business/mailing address is:  
533 Hinsdale Road  
Camillus, NY 13031

### **ARTICLE III**      **PURPOSE**

Section 3.01. Purpose. The purpose for which the corporation is organized is:

The Corporation is organized for the purpose of transacting in any and all lawful business for which Corporations may be incorporated under Florida Statutes.

### **ARTICLE IV**      **SHARES**

Section 4.01. Number and class. The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000. Such shares shall be of a single class. Par value of the shares will be determined by the Board of Directors at the time the shares are issued.

Section 4.02. No transfer unless first approved by Board. Shares issued by this Corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors. The Board of Directors may refuse such approval when the proposed transfer or sale would jeopardize the Corporation's status or exemption, or for any other reasonable purpose.

Section 4.03. Corporations right of first refusal. No Shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the Corporation without first offering such shares for sale to the Corporation at the original purchase price. Such offer shall be in writing, signed by the Shareholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of 45 days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any Shareholder, the Corporation shall have the right to purchase all shares owned by such Shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each Shareholder.

Each share certificate issued by the Corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the Corporation. A copy of such articles is on file at the principal office of the Corporation."

Section 4.04. Prerequisite to transfer of stock: Prior offer to other Shareholders. In case a Shareholder desires to sell his or her shares of stock, he or she must first offer them for sale to the remaining Shareholders, it being the intention to give them a preference in the purchase of such shares, and any at-tempted sale in violation of this provision is null and void. A Shareholder desiring to sell his or her stock shall file notice in writing of his or her intention with the secretary of the Corporation, stating the terms of sale, and unless his or her terms are accepted by any or all of the other Stockholders within 45 days thereafter, they shall be deemed to have waived their privilege of purchasing and he or she will be at liberty to sell to anyone else.

Section 4.05. Corporation's option to purchase shares before sale to other Shareholders or third person -Exception of transfers to family members. Notwithstanding anything herein to the contrary, any Shareholder may at any time during such Shareholder's lifetime transfer any of such Shareholder's share in the company to his or her spouse, father or mother, children (unless those children have not reached their age of majority, in which event the shareholder may transfer the stock in trust for the benefit of such minor children) or to the trustee or trustees under any trust created during his or her lifetime for the benefit of the Shareholder, his or her spouse, father or mother, or children. However, the spouse, father, mother, children or trustee shall agree in writing prior to such transfer to become a party to and be bound by all terms and conditions of the agreement which provides for the Corporation's option to purchase shares before sale

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TALLAHASSEE, FLORIDA

to other Stockholders or third persons, just as if they were original parties to such agreement.

#### **ARTICLE V**                    **DURATION**

Section 5.01. Duration. The term for which said corporation shall exist is perpetual unless terminated pursuant to Florida Statutes.

#### **ARTICLE VI**                    **DIRECTORS' AND OFFICERS' LIABILITY**

Section 6.01. Liability. A Director or Officer of this Corporation shall not be personally liable to this Corporation or its Stockholders for damages for breach of fiduciary duty as a Director or Officer or for the debts or obligations of this Corporation of any nature whatsoever, nor shall any of the property of the Directors or Officers be subject to the payment of the debts or obligations of this corporation, but this Article shall not eliminate or limit the liability of a Director or Officer for (i) acts or omissions which involve intentional misconduct, fraud, or a knowing violation of law or (ii) the unlawful payment of distributions. Any repeal or modification of the Article by the Stockholders of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a Director or Officer of the Corporation for acts or omissions prior to such repeal or modification.

#### **ARTICLE VII**                    **INDEMNITY**

Section 7.01. Indemnity. Every person who was or is a party to, or is threatened to be made a party to, or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, or as its representative in a partnership, joint venture, trust, or other enterprise, shall be indemnified and held harmless to the fullest extent legally permissible under the laws of the State of Florida from time to time against all expenses, liability, and loss (including attorneys' fees, judgments, fines, and amounts paid or to be paid in settlement) reasonably incurred or suffered by him or her in connection therewith. Such right of indemnification shall be a contract right which may be enforced in any manner desired by such person. The expenses of Officers and Directors incurred in defending a civil or criminal action, suit, or proceeding must be paid by the Corporation as they are incurred and in advance of the final disposition of the action, suit, or proceeding, upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he is not entitled to be indemnified by the Corporation. Such right of indemnification shall not be exclusive of any other right which such Directors, Officers, or representatives may have or hereafter acquire, and, without limiting the generality of such statement, they shall be entitled to their respective rights of indemnification under any bylaw, agreement, vote of Stockholders, provision of law, or otherwise, as well as their rights under this Article. Without limiting the application of the foregoing, the Stockholders or Board of Directors may adopt bylaws from time to time with respect to indemnification, to provide at all times the fullest indemnification permitted by the laws of the State of Florida, and may cause the Corporation to purchase and maintain insurance on behalf of any person who is or was a Director or Officer of the Corporation, or is or was serving at the request of the Corporation as a Director or Officer of another Corporation, or as its representative in a partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such status, whether or not the Corporation would have the power to indemnify such person. The indemnification provided in this Article shall continue as to a person who has ceased to be a Director, Officer, Employee, or Agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### **ARTICLE VIII**                    **AMENDMENTS**

Section 8.01. Amendments. This Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation or its bylaws, in the manner now or hereafter prescribed by statute or by these Articles of Incorporation or said bylaws, and all rights conferred upon the Stockholders are granted subject to this reservation.

#### **ARTICLE IX**                    **POWERS OF DIRECTORS**

Section 9.01. Powers of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized: (1) subject to the bylaws, if any, adopted by the stockholders, to make, alter or repeal the bylaws of the Corporation; (2) to authorize and cause to be executed mortgages and liens, with or without limit as to amount, upon the real and personal property of the Corporation; (3) to authorize the guaranty by the Corporation of securities, evidences of indebtedness, and obligations of other persons, Corporation, and business entities; (4) to set apart out of any of the funds of the Corporation available for distributions a reserve or reserves for any proper purpose and to abolish any such reserve; (5) by resolution, to designate one

or more committees, each committee to consist of at least one Director of the Corporation, which to the extent provided in the resolution or in the bylaws of the Corporation shall have and may exercise the powers of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may acquire it. Such committee or committees shall have such name or names as may be stated in the bylaws of the Corporation or as may be determined from time to time by resolution adopted by the Board of Directors; and (6) to authorize the Corporation by its Officers or Agents to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation, except and to the extent that any such statute shall require action by the Stockholders of the Corporation with regard to the exercising of any such power or the doing of any such act or thing.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon them, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, except as otherwise provided herein and by law.

**ARTICLE X**                      **RESIDENT AGENT**

Section 10.01. Registered Agent. The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Eric Sidor  
132 S Obrien St  
Tampa, FL 33609

**ARTICLE XI**                      **INCORPORATOR**

Section 11.01. Incorporator. The name and address of the Incorporator is:

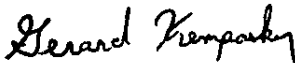
Gerard Krempasky  
533 Hinsdale Rd  
Camillus, NY 13031

\*\*\*\*\*  
*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*



Eric Sidor  
Signature/Registered Agent

07/11/2008  
Date



Gerard Krempasky  
Signature/Incorporator

07/11/2008  
Date

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