

F2000000990

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

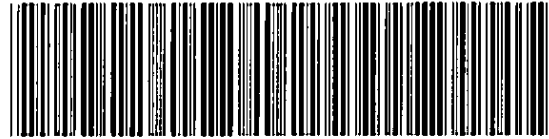
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100340360111

02/11/20--01014--022 \*\*78.75

FILED  
FEB 11 PM 3:14  
CLERK OF COURT

FEB 24 2020

## COVER LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** KTGy, an Architectural Corporation

Name of corporation - must include suffix

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," or "Certificate of Good Standing" and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Janet Dennerline

Name of Person

KTGY Group, Inc.

Firm/Company

17911 Von Karman Ave. Suite 200

Address

Irvine, CA 92614

City/State and Zip code

compliance@ktgy.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Janet Dennerline

at ( 949 ) 7978344

Name of Person

Area Code

Daytime Telephone Number

**STREET/COURIER ADDRESS:**

Registration Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

Please make check payable to: **FLORIDA DEPARTMENT OF STATE**

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy


**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. KTGY, An Architectural Corporation  
(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")
- KTGY Architecture + Planning  
(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)
2. Louisiana 3. \_\_\_\_\_  
(State or country under the law of which it is incorporated) (FEI number, if applicable)
4. 5/25/2012 5. \_\_\_\_\_  
(Date of incorporation) (Date of duration, if other than perpetual)
6. \_\_\_\_\_  
(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)
7. 5615 Corporate Blvd, Ste 400B, Baton Rouge, LA 70808  
(Principal office street address)
- 17911 Von Karman Ave, Suite 200, Irvine, CA 92614  
(Current mailing address, if different)
8. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)
- Name: Registered Agents Inc.
- Office Address: 7901 4th St N STE 300  
St. Petersburg, Florida 33702  
(City) (Zip code)

**9. Registered agent's acceptance:**

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
\_\_\_\_\_  
(Registered agent's signature)

Registered Agents Inc.  
Bill Havre - Assistant Secretary

10. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

11. For initial indexing purposes, list names, titles and addresses of the primary officers and/or directors [up to six (6) total]:

## A. DIRECTORS

☐ Chairman Name: Christopher Texter  
☐ Vice Chairman Address: 17911 Von Karman Ave.  
☐ Director Suite 200  
☒ President Irvine, CA 92614  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: Jill Williams  
☐ Vice Chairman Address: 1814 Franklin Street  
☒ Director Suite 400  
☐ President Oakland, CA 94612  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

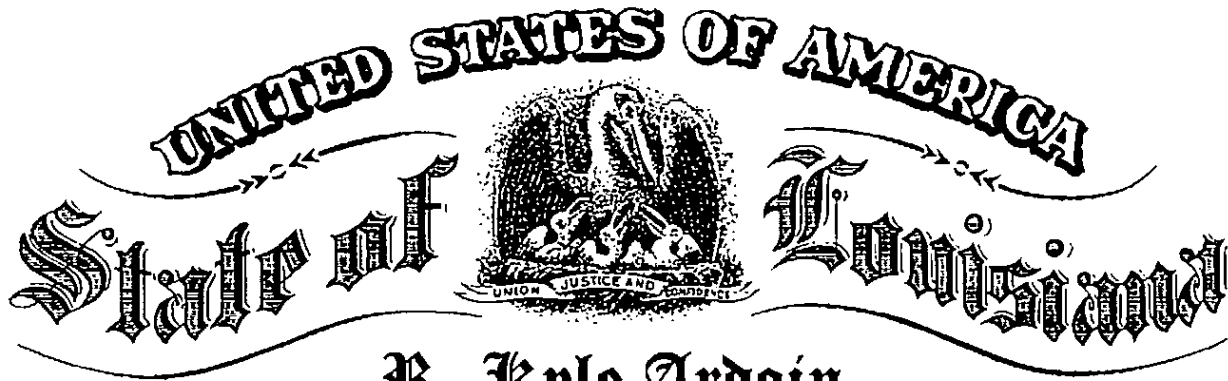
☐ Chairman Name: \_\_\_\_\_  
☐ Vice Chairman Address: \_\_\_\_\_  
☐ Director \_\_\_\_\_  
☐ President \_\_\_\_\_  
☐ Vice President \_\_\_\_\_  
☐ Secretary ☐ Treasurer  
☐ Other \_\_\_\_\_ ☐ Other \_\_\_\_\_

Important Notice: Use an attachment to report more than six (6). The attachment will be imaged for reporting purposes only. Non-indexed individuals may be added to the index when filing your Florida Department of State Annual Report form.

12.   
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 11 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

13. Jill Williams  
(Typed or printed name and capacity of person signing application)



**R. Kyle Ardoin**  
SECRETARY OF STATE

*As Secretary of State of the State of Louisiana I do hereby Certify that*  
the attached document(s) of

**KTGY, AN ARCHITECTURAL CORPORATION**

are true and correct and are filed in the Louisiana Secretary of State's Office.

40839709D ORIGF 5/25/2012 6 page(s)

In testimony whereof, I have hereunto set my  
hand and caused the Seal of my Office to be  
affixed at the City of Baton Rouge on,

January 6, 2020

*R. Kyle Ardoin*

*Secretary of State*

WEB 40839709D



Certificate ID: 11154780#H6Q83

To validate this certificate, visit the following  
web site, go to **Business Services**, Search  
for **Louisiana Business Filings**, Validate a  
**Certificate**, then follow the instructions  
displayed.

[www.sos.la.gov](http://www.sos.la.gov)

**ARTICLES OF INCORPORATION  
OF  
KTYG GROUP OF LOUISIANA, AN ARCHITECTURAL CORPORATION**

The undersigned, acting pursuant to the Professional Architectural Corporations Law of Louisiana, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of the corporation is "KTYG Group of Louisiana, an Architectural Corporation" (the "Corporation").

**ARTICLE II  
PURPOSE**

The Corporation's purpose is to engage in the practice of architecture and any other lawful activity for which professional architectural corporations may be formed under the Professional Architectural Corporations Law of Louisiana.

**ARTICLE III  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE IV  
CAPITAL**

The Corporation shall have the authority to issue an aggregate of 1000 shares of common stock having no par value per share.

**ARTICLE V  
SHAREHOLDER CONSENT**

Any action required or permitted to be taken at any annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted.

**ARTICLE VI  
LIMITATION OF LIABILITY AND INDEMNIFICATION**

A. No director or officer of the Corporation shall be liable to the Corporation or to its shareholders for monetary damages for breach of his fiduciary duty as a director or officer, provided that the foregoing provision shall not eliminate or limit the liability of a director or officer for (1) any breach of his duty of loyalty to the Corporation or its shareholders, (2) acts or

omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) liability for unlawful distributions of the Corporation's assets to, or redemption or repurchase of the Corporation's shares from, shareholders of the Corporation, under and to the extent provided in La. R.S. § 12:92D, or (4) any transaction from which he derived an improper personal benefit.

B. The board of directors of the Corporation may (1) cause the Corporation to enter into contracts with directors and officers providing for the limitation of liability set forth in this article to the fullest extent permitted by law, (2) adopt by-laws or resolutions, or cause the Corporation to enter into contracts, providing for indemnification of directors and officers of the Corporation and other persons, and (3) cause the Corporation to exercise the powers set forth in La. R.S. § 12:83F, notwithstanding that some or all of the members of the board of directors of the Corporation acting with respect to the foregoing may be parties to such contracts, or beneficiaries of such by-laws or resolutions or the exercise of such powers.

C. Neither the amendment nor repeal of this article, nor the adoption of any provision of these articles of incorporation inconsistent with this article, shall eliminate or reduce the protection afforded by this article to a director or officer of the Corporation with respect to any action or inaction occurring prior to the time of such amendment, repeal or adoption.

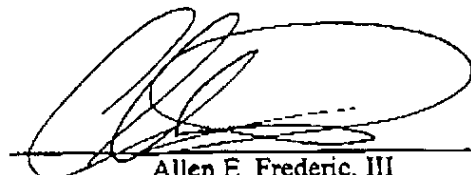
#### **ARTICLE VI INCORPORATOR**

The full name and mailing address of the incorporator of this Corporation is:

Allen E. Frederic, III  
201 St. Charles Avenue, Suite 5100  
New Orleans, LA 70170

*[Signature appears on the following page]*

These Articles of Incorporation are dated as of this 18<sup>th</sup> day of May, 2012.

  
Allen E. Frederic, III  
Incorporator



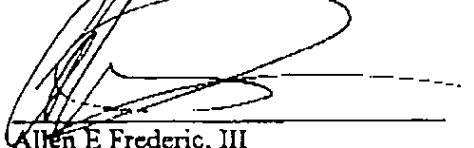
**ACKNOWLEDGMENT**

STATE OF LOUISIANA

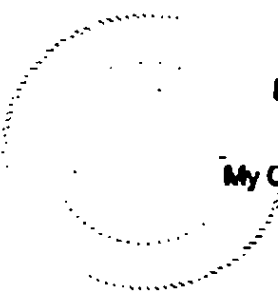
PARISH OF ORLEANS

BEFORE ME, the undersigned authority, personally came and appeared Allen E. Frederic, III, to me known to be the person who signed the foregoing instrument as Incorporator, and who, having been duly sworn, acknowledged and declared, in the presence of the two witnesses whose names are subscribed below, that she signed such instrument as her free act and deed for the purposes mentioned therein.

IN WITNESS WHEREOF, the appearer, witnesses and I have hereunto affixed our hands on this 18<sup>th</sup> day of May 2012, in the aforesaid parish and state.



Allen E Frederic, III  
Incorporator

  
NOTARY PUBLIC

**RAECHELLE M. MUNNA**  
**ATTORNEY NOTARY**  
State of Louisiana  
My Commission is Issued For Life  
La. Bar Roll No. 33291  
Notary ID No. 91008

**DOMESTIC BUSINESS CORPORATION INITIAL REPORT**  
(R.S. 12:25 and 12:101)

State of Louisiana  
Parish of Orleans

To: The Secretary of State  
Baton Rouge, Louisiana

Complying with R.S. 12:25 and 12:101, KTG Y Group of Louisiana, an Architectural Corporation hereby makes its initial report as follows:

1. The name of the corporation is: KTG Y Group of Louisiana, an Architectural Corporation
2. The location and municipal address of the corporation's registered office:

201 St. Charles Avenue, Suite 5100  
New Orleans, LA 70170

3. The full name and municipal address of the corporation's registered agent:

Allen E. Frederic, III  
201 St. Charles Avenue, Suite 5100  
New Orleans, LA 70170

4. The name and municipal address of the first directors:

Christopher Texter  
17922 Fitch  
Irvine, CA 92614

Patricia Esser  
17922 Fitch  
Irvine, CA 92614

IN WITNESS WHEREOF, the Incorporator has duly executed this Initial Report as of May 18, 2012.

  
Allen E. Frederic, III

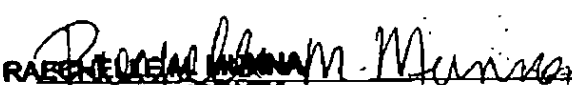
**AGENT'S AFFIDAVIT AND ACKNOWLEDGMENT OF ACCEPTANCE**

I hereby acknowledge and accept the appointment of registered agent for and on behalf of the above-named corporation.

Sworn to and subscribed before me this 18<sup>th</sup> day of May 2012.

Registered Agent:

  
Allen E. Frederic, III

  
RABENEUEAL M. MURRAY  
ATTORNEY NOTARY Public  
State of Louisiana  
My Commission Is Issued For Life  
La. Bar Roll No. 33291  
Notary ID No. 91008



# *Louisiana*

## *State Board of Architectural Examiners*

*Teeny Simmons*  
Executive Director

9625 Fenway Ave. Ste. B  
Baton Rouge, LA  
70809

Phone (225) 925-4802  
Fax (225) 925-4804

E-mail:  
td@lsbae.org  
Web Site:  
www.lsbare.org

May 25, 2012

Office of Secretary of State  
Commercial Division  
P.O. Box 94126  
Baton Rouge, LA 70804-9125

RE: KTG Y Group of Louisiana,  
An Architectural Corporation

The above name has been approved by the Louisiana State Board of Architectural Examiners.

Should you need anything further please contact me at 225-925-4802.

Sincerely,

  
Mary "Teeny" Simmons  
Executive Director

#### BOARD MEMBERS

Robert W. McKinney, Architect,  
Educator, President AIA, NCARB  
Crest W. Buerre, Architect-Secretary  
Allen J. Racque, Architect  
AIA, NCARB  
Ronald B. Blisch, Architect  
FAIA, FAACA, NCARB  
J. David Harrison, Architect  
AIA, NCARB  
Richard J. Carbone, Architect  
AIA, NCARB  
John Cardone, Jr., Public Member