

# K91813

(Requestor's Name)

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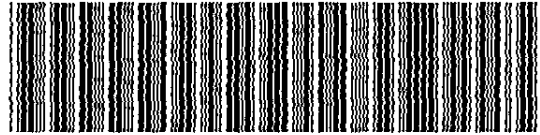
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7/1/03  
DISS.  
SP

**BYRNE & SHAW, PLLC**  
2111 East Highland Avenue, Suite 215  
Phoenix, Arizona 85016  
Email: [nwilliams@byrnelaw.com](mailto:nwilliams@byrnelaw.com)

JAMES F. BYRNE, JR.\*

\*CERTIFIED SPECIALIST IN  
REAL ESTATE LAW

ROBERT L. SHAW\*  
OF COUNSEL

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TELEPHONE  
(602) 522-8126

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FACSIMILE  
(602) 522-8145

June 26, 2003

**VIA FEDERAL EXPRESS**  
**PERSONAL AND CONFIDENTIAL**

Department of State  
Division of Corporations  
Attn: Susan Payne  
409 E. Gaines Street  
Tallahassee, FL 32399

**Re: Summit Consultants of Arizona, Inc.**

Dear Ms. Payne:

Per our recent conversation, enclosed for filing with your office are Articles of Dissolution along with a copy of the Articles of Redomestication for the above referenced corporation. You should already have our check in the amount of \$35.00 as payment of the filing fee, which I sent with the Articles of Redomestication previously filed. Per our discussion you had indicated this filing would be sufficient to remove this corporation from the records of the State of Florida.

If you have any questions or need anything further, please give me a call

Yours very truly,



Nanci K. Williams  
Paralegal

Enclosures

**BYRNE & SHAW, PLLC**  
2111 East Highland Avenue, Suite 215  
Phoenix, Arizona 85016  
Email: [rwilliams@byrnelaw.com](mailto:rwilliams@byrnelaw.com)

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June 9, 2003

**VIA FEDERAL EXPRESS**

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

Attn: Susan Payne

**Re: Summit Consultants of Arizona, Inc.**

Dear Ms. Payne:

We had spoken a while back about our re-domestication of the above referenced Florida corporation to the State of Arizona. The Articles of Redomestication have been filed and approved by the Arizona Corporation Commission. Enclosed for filing with your office is a certified copy of those Articles of Redomestication along with our check in the amount of \$35.00 as payment of the filing fee. Per our discussion you had indicated this filing would be sufficient to remove this corporation from the records of the State of Florida.

If you have any questions or need anything further, please give me a call

Yours very truly,



Nanci K. Williams  
Paralegal

Enclosures

ARTICLES OF DISSOLUTION

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03 JUN 27 PM 2: 23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Pursuant to section 607.1403, Florida Statutes, this Florida corporation submits the following articles of dissolution:*

FIRST: The name of the corporation is Summit Consultants of Arizona, Inc. (the "Corporation").

SECOND: The Corporation has been redomesticated from the State of Florida to the State of Arizona as is evidenced by the Articles of Domestication attached hereto as Exhibit "A" and incorporated herein by this reference. The date the redomestication was authorized is February 28, 2003.

THIRD: The redomestication was approved by the shareholders. The number of votes cast for the redomestication was sufficient for approval.

FOURTH: As the State of Florida does not provide for redomestication, these Articles of Dissolution are being filed along with a copy of the Articles of Domestication to remove the Corporation from the records of the Florida Secretary of State.

Signed this 24 day of June, 2003.

Summit Consultants of Arizona, Inc.

By: Susan F. Knauer  
Susan F. Knauer, President

AZ CORP COMMISSION  
FILED

MAY 12 2003

APPR.  
TERM  
DATE*C. A. [Signature]*

5-12-03

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ARTICLES OF DOMESTICATION  
OF  
SUMMIT CONSULTANTS OF ARIZONA, INC.ARTICLE I

The name of the corporation is Summit Consultants of Arizona, Inc. (formerly known as Summit Development Corporation) (the "Corporation").

ARTICLE II

The Corporation was originally incorporated in the State of Florida and the date of its incorporation in that state was May 31, 1989.

ARTICLE III

The official in charge of corporate filings in the jurisdiction in which the Corporation was previously incorporated will be provided with a copy of the Articles of Domestication filed in the State of Arizona.

ARTICLE IV

The purpose for which the Corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the laws of Arizona, as they may be amended from time to time.

ARTICLE V

The Corporation initially intends to engage in real estate investment and development activities.

ARTICLE VI

The Corporation shall have authority to issue one million (1,000,000) shares of common stock. Shares of the Corporation's common stock may be issued upon such terms and conditions as shall be prescribed by the Board of Directors of the Corporation and may be issued in exchange for cash, services or anything of right or value. The judgment of the Board of Directors as to the value of property or services taken in exchange for stock, as to the determination of cash reserves and operating capital and as to the value of consideration received from time to time for the sale of stock, shall be conclusive in the absence of fraud. The stock of this Corporation shall be fully paid for when issued and shall be forever nonassessable. Each shareholder in this Corporation shall, at all shareholders' meetings,

**EXHIBIT A**

63373

whether general or special, be entitled to one (1) vote for every share of common stock that he shall hold, except as otherwise provided in the Constitution of the State of Arizona.

#### ARTICLE VII

The street address of the known place of business of the Corporation is 7102 N. 43<sup>rd</sup> Avenue, Glendale, Arizona 85301.

#### ARTICLE VIII

The name and address of the statutory agent of the Corporation is S.A. One Ltd., an Arizona corporation, 2111 E. Highland, Suite 260A, Phoenix, Arizona 85016.

#### ARTICLE IX

The number of Directors currently constituting the Board of Directors is three (3). The names and addresses of the persons who will serve as Directors until the next annual meeting of Shareholders or until their successors shall be elected and qualified are as follows:

Susan F. Knauer  
7102 N. 43<sup>rd</sup> Avenue  
Glendale, AZ 85301-2906

Mildred Frisby  
7102 N. 43<sup>rd</sup> Avenue  
Glendale, AZ 85301-2906

Erlene Spudis  
1618 Sunset Circle  
Aplha, Florida

The minimum and maximum number of Directors that shall from time to time serve the Corporation thereafter shall be set forth in the Bylaws of the Corporation.

#### ARTICLE X

The Corporation shall indemnify any person who incurs expenses or liabilities by reason of the fact he or she is or was an officer, director, employee or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation, Corporation, joint venture, trust or other enterprises. This indemnification shall be mandatory in all circumstances in which indemnification is permitted by law.

#### ARTICLE XI

To the fullest extent permitted by the Arizona Revised Statutes as the same exists or may hereby be amended, a director of the Corporation shall not be liable to the Corporation or its shareholders for monetary damages for any action taken or any failure to take any

action as a director. No repeal, amendment or modification of these articles, whether direct or indirect, shall eliminate or reduce its effect with respect to any act or omission of a director of the Corporation occurring prior to such repeal, amendment or modification.

#### ARTICLE XII

These Articles of Domestication have been adopted in accordance with A.R.S. Section 10-221. They were adopted by the Board of Directors and Shareholders of the Corporation on February 28, 2003.

#### ARTICLE XIII

Upon transfer of domicile of the Corporation to Arizona, the Corporation accepts and will be subject to the laws of the State of Arizona.

Dated this 12<sup>th</sup> day of May, 2003.

Summit Consultants of Arizona, Inc.

By: Susan F. Knauer  
Susan F. Knauer, President

I, on behalf of S.A. One Ltd., an Arizona corporation, having been designated to act as Statutory Agent, hereby consent to act in that capacity until removed or until resignation is submitted in accordance with the Arizona Revised Statutes.

S.A. ONE LTD.  
an Arizona corporation

By: Nanci K. Williams  
Nanci K. Williams, Secretary