

P01000030075

TRANSMITTAL LETTER

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

SUBJECT: JEM Co. Employer Services, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

100003877781--8
-03/19/01--01121--015
*****78.75 *****78.75

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

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate of Status

☒ \$78.75
Filing Fee
& Certified Copy

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

ADDITIONAL COPY REQUIRED

FROM: Victoria J. Panagiotakis
Name (Printed or typed)

1300 - 16th St. W
Address

Bradenton, FL 34205
City, State & Zip

(941) 749-1917
Daytime Telephone number

FILED
01 MAR 19 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

3-23-01
200

ARTICLES OF INCORPORATION

The undersigned hereby executes and acknowledges these Articles of Incorporation in order to organize and incorporate a business for profit.

ARTICLE I – NAME

The name of this corporation shall be

JEM Co. Employer Services, Inc.

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TALLAHASSEE, FLORIDA

ARTICLE II- ADDRESS OF THE PRINCIPLE

The name of the principle office of this corporation shall be 1300 16th St. W., Bradenton, Florida, 34205, but this may change from time to time by the action of the Board of Directors and by notification of the Secretary of State of the State of Florida.

ARTICLE III – PURPOSE

The purpose of this corporation shall be to engage in the business of Employee Leasing and Employee Payroll Services and any other business permitted under the laws of the United States and of the State of Florida.

ARTICLE VI – DURATION

The duration of this corporation shall be perpetual. Corporate existence shall commence on the filing of these Articles by the Florida Department of State

ARTICLE V – REGISTERED OFFICE – AGENT

The street address of the registered corporation shall be 1300 16th Street West, Bradenton, Florida, 34205, and the name of its registered Agent at the said address shall be, Victoria J. Panagiotakis

ARTICLE VI – NUMBER OF DIRECTORS

The number of Directors constituting the initial Board of Directors is Two (2). The number of members of the Board of Directors may be changed from time to time, by changes in the By-laws.

ARTICLE VII – INCORPORATORS AND DIRECTORS

The name and address of each incorporator and each member of the initial Board of Directors of this Corporation are stated in ARTICLE XVIII.

ARTICLE VIII – INCORPORATION BY REFERENCE

Each of the Powers stated herein shall not be in limitation, but shall be in enumeration, of the power of the Corporation.

ARTICLE IX – POWERS OF INCORPORATION

This Corporation shall have power:

1. To have perpetual succession by it's corporate name.
2. To sue and be sued, complain and defend in it's Corporate name in all actions or proceedings;
3. To have a Corporate seal which may be altered at pleasure, and to use the same by causing it, or facsimile thereof, to be impressed or affixed in any other manner reproduces;
4. To purchase, take, receive, lease, or otherwise deal in and acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;
5. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of it's property and assets;
6. To lend money and use its credit to assist it's officers and employees in, accordance with law;
7. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise sue and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or government, state, territory, governmental district or municipality or of any instrumentality thereof;
8. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds and other obligations, and secure any of its obligations by Mortgage or pledge of all or any of its property, franchises and income;
9. To lend money, for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of the fund so loaned or invested;

10. To conduct its business, carry on its operations, have offices and exercise the powers granted it, within or without this State;
11. To elect or appoint officers and agents of the Corporation, and define their duties and fix their compensation;
12. To make and alter By-laws, not inconsistent with it's Article of Incorporation or with the laws of this State, for the administration and regulation of the affairs of the Corporation;
13. To make donations for the public welfare for charitable, scientific or educational purposes;
14. To transact any lawful business, which the Board of Directors shall find, will be in aid of governmental policy;
15. To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock options plans, and other incentive plans for any and all of the directors, officers, and employees of its subsidiaries;
16. To be promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise;
17. To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE X – STOCK

There shall be 7,500 shares of \$1.00 (one dollar) per value of stock authorized.
No other shares of stock are authorized.

ARTICLE XI – STOCKHOLDER MEETING

The annual meeting of the stockholders shall be held at the principle office of the Corporation on the third Tuesday in April at 1:00pm or at such date, time and place as may be properly designated. Other meetings of the stockholders may be called by the Board of Directors upon thirty days notice to the stockholders delivered in writing to there last address of record.

ARTICLE XII – VOTING

Each share of stock shall have one vote. The voting shall be not cumulative.

ARTICLE XIII – ELECTIONS OF DIRECTORS

Each new Director shall be elected at the annual meeting of the stockholders. The first Board of Directors shall serve until the next Board has been elected and is qualified to serve. In the event of a vacancy occurring on the board, a stockholders meeting shall be called for the purpose of electing a Director to fill the vacancy.

ARTICLE XIV – OFFICERS

The directors shall elect the following officers of the Corporation who shall serve until their successors are elected and qualified to serve:

The president, who shall have all the usual powers of the President of a Corporation;

The Treasurer, who shall keep the financial records of the corporation and perform the other duties of a Treasurer of a Corporation;

The Secretary, who shall keep the minutes of all meetings of the stockholders and directors, and perform all the usual duties of a Secretary of a corporation;

The Directors may elect one or more Vice-Presidents, who shall, in absence of the President, perform all duties of the President. The Directors may elect one person to more than one of the above offices.

ARTICLE XV – BY-LAWS

The Directors may adopt corporate by-laws not inconsistent with these Articles.

ARTICLE XVI- MEETING RULES

A majority of those qualified to vote at any meeting shall constitute a quorum for that meeting. A majority of those voting at any meeting shall rule. All requirements of notice of any meeting shall be deemed to be waived by anyone present in such meeting and waiver of notice, in writing or otherwise, by two-thirds of those eligible to vote shall represent waiver of the requirement of notice of the meeting for all parties.

ARTICLE XVII – NAMES AND ADDRESSES OF INCORPORATORS AND
INITIAL BOARD OF DIRECTORS

Incorporator:

Victoria J. Panagiotakis 1300 16th Street West
Bradenton, FL 34205

Stavros E. Panagiotakis 1300 16th Street West
Bradenton, FL 34205

Director(s):

Victoria J. Panagiotakis 1300 16th Street West
Bradenton, FL 34205

Stavros E. Panagiotakis 1300 16th Street West
Bradenton, FL 34205

IN WITNESS THEROF, the Incorporator has set his or her hand and seals the forgoing
Articles of Incorporation.

Victoria Panagiotakis
Victoria J. Panagiotakis
1300 16th Street West
Bradenton, FL 34205

Stavros E. Panagiotakis
Stavros E. Panagiotakis
1300 16th Street West
Bradenton, FL 34205

Victoria J. Panagiotakis, 1300 16th St. W., Bradenton, FL 34205, hereby agrees to serve
as the Registered Agent for this Corporation.

Victoria Panagiotakis
Victoria J. Panagiotakis
1300 16th Street West
Bradenton, FL 34205

STATE OF FLORIDA, COUNTY OF SARASOTA

The forgoing instrument was acknowledged before me on the 6th day of
March, 2001, by Victoria J. Panagiotakis and Stavros E. Panagiotakis.

Linda L. Lindsay
Notary Public
(Seal)

LINDA L. LINDSAY
Notary Public, State of Florida
My Comm. exp. June 18, 2003
Comm. No. GC 843573