

# PO1000035433

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

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-04/04/01--01082--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75  
87.50 87.50

SUBJECT: FLAMERA INTERNATIONAL, INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: DR. CLARENCE N. OBIOZOR  
Name (Printed or typed)

6434 HEIDI ROAD  
Address

JACKSONVILLE, FL 32277  
City, State & Zip

(904) 744-7788  
Daytime Telephone number

**FILED**  
01 APR -4 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

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

9✓  
D. WHITE APR - 6 2001

**ARTICLES OF INCORPORATION  
OF**

**FLAMERA INTERNATIONAL, INC.**

**FILED**

**01 APR -4 PM 3: 57**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

The undersigned subscribers to these articles or incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this corporation is:

**FLAMERA INTERNATIONAL, INC.**

**ARTICLE II. NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is to engage in any activities in technical assistance, construction, mechanical, civil, electrical equipment, computer/computer accessories, electrical /electronics industry, General Supply and Merchandise Worldwide.

To render service, manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods; wares, merchandise, real and personal property, and service of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

To purchase the corporate assets of any other corporation and engage in the same or other character of business.

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

To become guarantor or surety for any person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for the officers, employees and directors and to grant such stock options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is:

One Thousand (1,000) shares or \$1.00 par value, common stock.

### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will begin business is One Thousand Dollars (\$1,000.00).

### **ARTICLE V. TERM**

This corporation shall have a perpetual existence.

### **ARTICLE VI. ADDRESS**

The post office address or the principal office of the corporation in the State of Florida is:

**2044 University Blvd. N.  
Jacksonville, FL 32211**

The board of Directors may from time to time move the office to any other place in Florida.

### **ARTICLE VII. DIRECTORS**

This corporation shall have three Directors, initially. The number of directors may be increased or decreased from time to time, but shall never be less than two. Any director may be removed at any time, without cause, by the shareholders having the right and entitled to vote at a meeting called for that purpose.

## **ARTICLE VIII. INITIAL DIRECTOR**

The names and post office addresses of the members of the first Board of Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Clement D. Ebri	2044 University Blvd. N. Jacksonville, FL 32211
Bandele Onasanya	2044 University Blvd. N. Jacksonville, FL 32211
Dr. Clarence N. Obiozor	6434 Heidi Road, Jacksonville, FL 32277

## **ARTICLE IX. SUBSCRIBERS**

The names and post office addresses of the members of the first subscribers of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Clement D. Ebri	2044 University Blvd. N. Jacksonville, FL 32211
Bandele Onasanya	2044 University Blvd. N. Jacksonville, FL 32211
Dr. Clarence N. Obiozor	6434 Heidi Road, Jacksonville, FL 3227

## **ARTICLE X. MISCELLENEOUS**

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement record in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this

corporation may impose any restriction on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-laws is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defects or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of majority of the directors present, such interested director directors to be counted in determining whether a quorum is present but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common laws and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to make provisions for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

The name and address of the initial registered agent is:

Dr. Clarence N. Obiozor . . . . . 6434 Heidi Road  
Jacksonville, Florida 32277

## ARTICLE XI. INDEMNITY

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by the majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this' corporation that such settlement be made and, that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

## ARTICLE XII. AMENDMENT

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These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by Two-Thirds of the Stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these articles of incorporation be made.

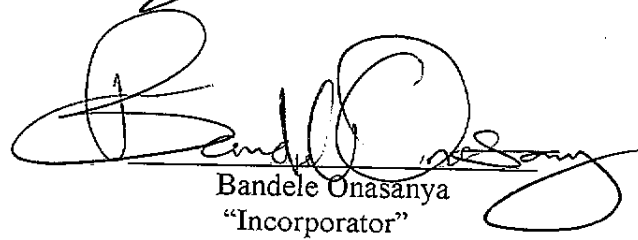
**ARTICLE XIII. EFFECTIVE DATE**

These articles shall be effective, and corporated existence shall commence, as of April 2, 2001.

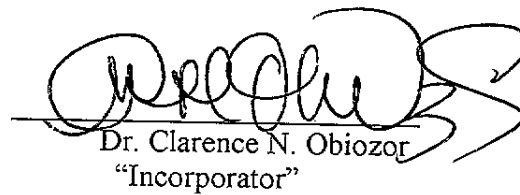
Dated: April 2, 2001.



Clement D. Ebri  
"Incorporator"


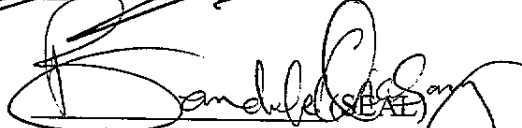
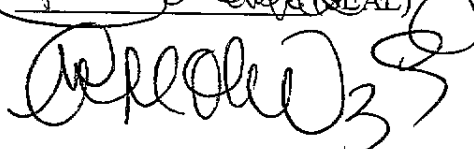


Bandelete Onasanya  
"Incorporator"



Dr. Clarence N. Obiozor  
"Incorporator"

IN WITNESS WHEREOF, the undersigned incorporators, being natural persons competent to contract, have hereunto set their hand and affixed their seal this 2<sup>nd</sup> day of APRIL, 2001.

  
(SEAL)  
  
(SEAL)  


STATE OF FLORIDA )

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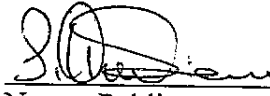

COUNTY OF DUVAL )

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared

Clement D. Ebri  
Bandele Onasanya and  
Dr. Clarence N. Obiozor

to me known to be the persons described as Subscribers in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 2<sup>nd</sup> day of April, 2001.

  
Notary Public  
My commission expires  
 Olusola Seidatu Orekoya  
My Commission CC866100  
Expires August 25, 2003



I hereby am familiar with and accept the duties and responsibilities as  
Registered Agent.



Dr. Clarence N. Obiozor  
6434 Heidi Road  
Jacksonville, FL 32277

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA