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May 24, 2001

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

100004336181--4  
-05/31/01--01063--020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation for: **Warranty Center, Inc.**

Enclosed herewith is a check in the amount of \$78.75 to defray the incorporation costs for the enclosed Articles of Incorporation for Warranty Center, Inc.

Please return the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Sincerely,

Francis M. Sorgman  
Francis M. Sorgman, preparer *LS*

FILED  
01 MAY 31 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK JUN 06 2001

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**ARTICLES OF INCORPORATION**  
**Of**  
**WARRANTY CENTER, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned acting as the Incorporator under Florida Business Corporation Act,  
adopt(s) the following articles of incorporation for such corporation:

**ARTICLE I - CORPORATE NAME**

The Name of the corporation is:

**WARRANTY CENTER, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually unless dissolved according to Florida Law.

**ARTICLE III - PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business  
permitted under the laws of the United States and Florida.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue **100** shares of common stock, par value **\$5.00** per  
share.

1                                    **ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS**

2

3            **A. Board of Directors.** The power of this Corporation shall be exercised, its properties

4 controlled and its affairs conducted by a Board of Directors consisting of not less than two (2)

5 persons and not more than ten (10) persons. The initial number of Directors of the Corporation

6 shall be two(2), provided, however, that such number may be changed pursuant to the Bylaws

7 duly adopted by the Board. At all times the member of the Board of Directors shall consist of an

8 even number and shall be divided as equally as the number of Directors will permit into two (2)

9 classes: Class 1, Class 2.

10

11

12            The term of office for all Directors shall be two (2) years except for the term of office of

13 the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of

14 the initial Class of Director(s) shall expire two (2) years thereafter.

15            The name and address of such initial members of the Board of Directors are as follows:

16    NAME:        Lyndi Demers (class 1)

17    ADDRESS:    8564 W. Gulf Blvd.

18    CITY:        Treasure Island, Florida 33706

19    PHONE:      (727) 363-8905

20    NAME:        Colleen Quarles (class 2)

21    ADDRESS:    3154 Converse Avenue

22    CITY:        Spring Hill, Fl. 34608

23    PHONE        (352) 684-5700

24            It is the intent of these Articles that, at all times hereafter, the Directors shall be classified

25 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly

as the number of Directors will permit, one-half of the Directors of this Corporation shall be

elected at each annual meeting of the Corporation.

1 Any action required or permitted to be taken by the Board of Directors under any  
2 provision of law may be taken without a meeting, if a majority of members of the Board shall  
3 individually or collectively consent in writing to such action. Such written consent or consents  
4 shall be held with the minutes of the proceedings of the Board, and any such action by written  
5 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate  
6 or other document filed under any provision of law which relates to actions so taken shall state  
7 that the action was taken by written consent of the Board of Directors without a meeting. Such a  
8 statement shall be prima facie evidence of such authority.  
9

10 **B. Corporate Officers.** The Board of Directors shall elect the following officers:  
11 President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the  
12 Corporation may authorize the Directors to elect from time to time. Initially, such officers shall  
13 be elected at the first annual meeting of the Board of Directors. Until such election is held, the  
14 following persons shall serve as corporate officers:  
15

<u>Title</u>	<u>Name</u>
President	Lyndi Demers
Secretary/Treasurer	Colleen Quarles

#### 20 **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

21 The principal place of business and mailing address of this corporation shall be:

22 Principle Place of Business: 8564 W. Gulf Blvd., Treasure Island, Florida 33706.

23 Mailing Address: 8564 W. Gulf Blvd., Treasure Island, Florida 33706.  
24  
25

1                                   **ARTICLE VII – INITIAL REGISTERED OFFICE AND AGENT**

2           The street address of the initial registered office and the name of the initial registered  
3 agent at that office are:

4   NAME:                   Lyndi Demers  
5   ADDRESS:               8564 W. Gulf Blvd.  
6   CITY/STATE/ZIP:       Treasure Island, Florida 33706  
7   PHONE                   (727) 363-8905

8                                   **ARTICLE VIII – INCORPORATORS**

9           The names and addresses of the Incorporators signing these Articles of Incorporation are as  
10 follows:

11  
12   NAME:                   Lyndi Demers  
13   ADDRESS:               8564 W. Gulf Blvd.  
14   CITY:                   Treasure Island, Florida 33706  
15   PHONE                   (727) 856-0782

16   NAME:                   Colleen Quarles  
17   ADDRESS:               3154 Converse Avenue  
18   CITY:                   Spring Hill, Florida 34608  
19   PHONE                   (352) 684-5700

20                                   **ARTICLES IX – MANNER OF ELECTION OF DIRECTORS**

21           The manner in which the directors are elected or appointed is as follows:

22                                   By major vote of the stockholders

1                   **ARTICLE X – LIMITATION OF CORPORATION OF POWERS**

2                   The corporate powers of this corporation are as provided in FS § 617.0302, unless  
3 limited as follows:

4                               No other limitations expressed or implied.

5  
6                   The undersigned Incorporators have executed these articles of incorporation on this  
7 day of \_\_\_\_\_, 20\_\_\_\_

8  
9                   x Lyndi Demers 5/25/01      x Colleen Quarles 5/25/01  
10                      Signature of Incorporator                      Signature of Incorporator

11                   Lyndi Demers                               Colleen Quarles  
12                   Typed name of Incorporator signing                   Typed Name of Incorporator signing

13  
14                   **CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE**

15                   PURSUANT TO FS § 617.0501, THE UNDERSIGNED CORPORATION,  
16 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE  
17 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED  
18 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

19                   The above corporation, organized under the laws of the State of Florida with its  
20 registered office as indicated in the Articles of Incorporation at, 8564 W. Gulf Blvd., Treasure  
21 Island, Florida 33607, has named Lyndi Demers, located at the aforesaid address, as its  
22 registered agent to accept service of process within the state.

1 Having been named as registered agent and to accept service of process for the above  
2 stated corporation at the place designated in this certificate, I hereby accept the appointment as  
3 registered agent and agree to act in this capacity. I further agree to comply with the provisions of  
4 all statutes relating to the proper and complete performance of my duties, and I am familiar with  
5 and accept the obligations of my position as registered agent.  
6

7 x Lyndi Demers  
8 (Signature)

5-25-01  
(Date)

9 Typed name and address of registered agent:

10 Lyndi Demers  
11 8564 W. Gulf Blvd.  
12 Treasure Island, Fl. 33607

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01 MAY 31 PM 1:26  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA