

Pol000079207 Document Submittal

To: FLORIDA DEPARTMENT OF STATE  
Division of Corporations / Corporate Filings  
P.O. Box 6327, Tallahassee, Florida 32314

From: Peter Lehmann, Registered Agent  
67 Johnny Cake Drive, Naples, Florida 34110

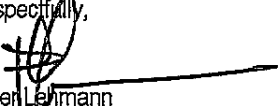
Date: August 3, 2001

Re: FLOODSTOP, INC.  
Articles of Incorporation Submittal

Dear Sir / Madame:

Please find enclosed Articles of Incorporation for the above referenced entity, submitted for immediate filing. Additionally, you will find personal Check No. 701 in the amount of \$78.75 to cover filing fee expenses. Should you have any questions, please feel free to contact me directly at (941) 253-0202.

Respectfully,

  
Peter Lehmann  
Registered Agent for  
FLOODSTOP, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AUG 13 2001

**ARTICLES OF INCORPORATION  
of  
FLOODSTOP, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE 1.**

Section 1.1 Name and Address. The name of the Corporation is FLOODSTOP, INC., and the mailing address of the Corporation is 3435 Enterprise Avenue #9, Naples, Florida 34104.

**ARTICLE 2.**

Section 2.1 Duration. The period of duration of the Corporation is perpetual.

**ARTICLE 3.**

Section 3.1 Powers. The Corporation is organized for the purposes of transacting any and all useful business.

Section 3.2 Authority of Directors. The Board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

**ARTICLE 4.**

Section 4.1 Stock Certificates. Certificates of stock shall be signed by the President or

the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

Section 4.2 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 7,500 shares of common stock with par value of \$1.00 per share.

Section 4.3 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

Section 4.4 Shares Not in Classes. The shares of the Corporation are not to be divided into classes.

## **ARTICLE 5.**

Section 5.1 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed *by the Board*.

Section 5.2 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and 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 the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee or its shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

Section 5.3 *Indemnification and Related Matters.* The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

Section 5.4 *Removal of Directors.* At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

Section 5.5 *Amendment of Articles of Incorporation.* The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

## **ARTICLE 6.**

Section 6.1 *Organizing Directors.* The initial Board of Directors shall consist of four (4) Directors. The number of Directors may be either increased or diminished

from time to time by the Bylaws. The names and addresses of the initial Directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Peter Lehmann	67 Johnnycake Drive, Naples, FL 34110
Annette Lehmann	67 Johnnycake Drive, Naples, FL 34110
Gail M. Taylor	3435 Enterprise Avenue #9, Naples FL 34104
Wayne Dean	3435 Enterprise Avenue #10, Naples FL 34104

#### ARTICLE 7.

Section 7.1 Registered Agent and Registered Office. The name and address of the initial Registered Agent of the Corporation is **Peter Lehmann**, whose mailing address is 67 Johnnycake Drive, Naples, Florida 34110.

#### ARTICLE 8.


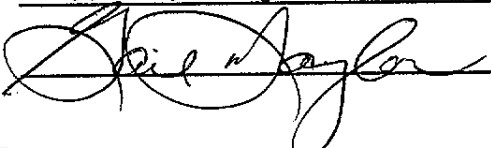
Section 8.1 Incorporators. The names and addresses of the persons signing these Articles are:

<u>Name</u>	<u>Address</u>
Peter Lehmann	67 Johnnycake Drive, Naples, FL 34110
Annette Lehmann	67 Johnnycake Drive, Naples, FL 34110
Gail M. Taylor	3435 Enterprise Avenue #9, Naples FL 34104

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles

this 2 day of AUGUST, 2001.

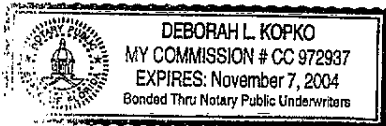


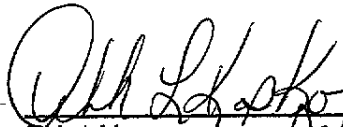
  
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STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared PETER LEHMANN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and he acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 2nd day of August, 2001.



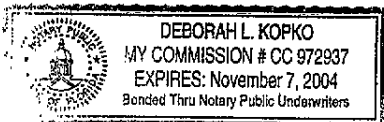
  
Print Name: Deborah L. Kopko  
Notary Public, State of Florida  
Commission No.: \_\_\_\_\_  
My commission expires: 11-7-2004

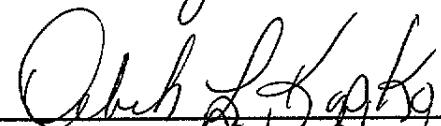
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STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared ANNETTE LEHMANN, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 2 day of August, 2001.



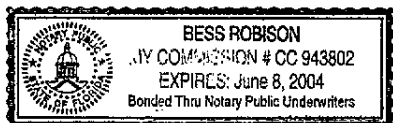
  
Print Name: Deborah L. Kopko  
Notary Public, State of Florida  
Commission No.: \_\_\_\_\_  
My commission expires: 11-7-2004

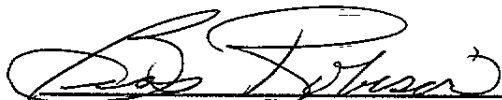
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STATE OF FLORIDA  
COUNTY OF COLLIER

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GAIL M. TAYLOR, known to me and known by me to be the person who executed the foregoing Articles of Incorporation and she acknowledged to me that she executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 2 day of AUGUST, 2001.



  
Print Name: Betsy Robison  
Notary Public, State of Florida  
Commission No.: CC 943802  
My commission expires: June 8, 2004

## CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

**Peter Lehmann**, whose address is 67 Johnnycake Drive, Naples, Florida 34110, is the initial registered agent named in the Articles of Incorporation to accept service of process for **FloodStop, Inc.**, a corporation organized under the laws of the State of Florida, and he hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this Two day of August, 2001.

  
\_\_\_\_\_  
Peter Lehmann

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA