

TRANSMITTAL LETTER

P02000005527

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

APPROVED
FILED
JAN 16 PM 2:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: SmartTech Engineering, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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-01/16/02--01060--014
*****78.75 *****78.75

Enclosed are 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: SDR Engineering Consultants, Inc.
Name (Printed or typed)

2434 Oakdale St.
Address

Tallahassee, FL 32308
City, State & Zip

(850) 386-9197
Daytime Telephone number

RECEIVED
02 JAN 16 PM 2:04
DIVISION OF CORPORATION

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

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ARTICLES OF INCORPORATION

OF

SmartTech Engineering, Inc.

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AND
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TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each being a natural person to contract, hereby form a corporation under the laws of the State of Florida.

Article I – Name

The name of this corporation is SmartTech Engineering, Inc. Principal office:
2434 Oakdale St, Tallahassee, FL 32308

Articles II – Duration

This corporation shall exist perpetually.

Article III – Purpose

This corporation is organized for the purposes to operating a general engineering business and in the general practice of engineering in all its branches, and in that capacity to plan, design, investigate, research, consult in, evaluate, or supervise general engineering projects.

This corporation may also engage or transact in any or all lawful activities or businesses permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

Article IV – Capitol Stock and Capitalization

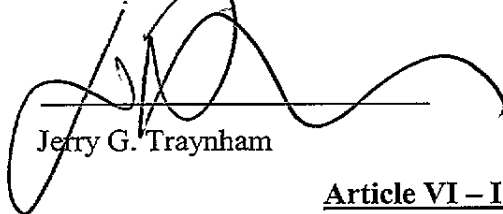
This corporation is authorized to issue 100 shares of Ten Dollar (\$10.00) par value common stock, which shall be designated as “Common Shares.” All stock shall be held of record by no more than ten (10) persons. All stock is issuable and transferable only to natural persons who are not nonresident aliens. The initial capitalization of the corporation shall be by the sale and issuance of the initial 100 shares to the following persons in the following amounts. All shares shall be fully paid prior to issuance.

| <u>Name</u> | <u>Number of Shares</u> |
|-------------------|-------------------------|
| Mohsen A. Shahawy | 52 |
| Sami Rizkalla | 24 |
| Amir Mirmiran | 24 |

Article V – Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 315 Beard Street, Tallahassee, Florida, 32303, and the name of the initial registered agent of this corporation is Jerry G. Traynham.

Jerry G. Traynham hereby acknowledges and accepts the duties and responsibilities of registered agent for SmartTech Engineering, Inc.



Jerry G. Traynham

Article VI – Initial Officers and Directors

The initial Officers of the corporation, and its Board of Directors are as follows:

Officers:

President.....Mohsen Shahawy
Vice President..... Sami Rizkalla
Secretary.....Amir Mirmiran
Treasurer..... Mohsen Shahawy

Board of Directors:

Chairman.....Sami Rizkalla
Director.....Amir Mirmiran
Director.....Mohsen Shahawy

Article VII – Incorporators

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of a majority of the outstanding shares of the corporation. On dissolution the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders *pro rata*, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

Article IX – Restriction on Stock Transfers and Preemptive Rights

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the Board of Directors.

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder, shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of ninety (90) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all such shares owned by the stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of such stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such article is on file at the principal office of the corporation."

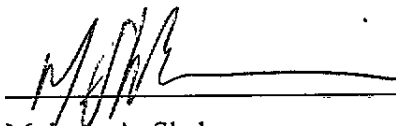
Every shareholder, upon the sale for each of any new stock in this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article X – Particular Actions

The following corporate actions shall require the affirmative consent of a majority of the shareholders:

1. Amendment of the Articles of Incorporation or By-Laws.
2. Hiring, firing, or changing compensation of the corporate officers or staff.
3. Issuance of stock or addition of new stockholders.
4. Expenditure of corporate funds exceeding One Thousand Dollars (\$1,000.00).

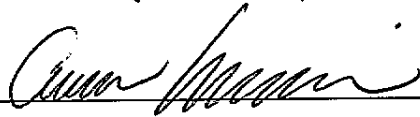
IN WITNESS HEREOF, THE UNDERSIGNED INCORPORATORS of this
Corporation, have executed these Articles of Incorporation at Tallahassee, Florida, on this
_____ day of _____, _____.



Monsen A. Shahawy
2434 Oakdale Street
Tallahassee, Florida 32308



Sami H. Rizkalla
200 Kenmont Drive
Holly Springs, N.C. 27540



Amir Mirmiran
118 Preston Grande Way
Morrisville, N.C. 27560

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TALLAHASSEE, FLORIDA

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