

# P02000055903

## TRANSMITTAL LETTER

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY 20 PM 3:54

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

SUBJECT: \_\_\_\_\_

*Lonyx Corp.*

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

300005574053--1

-05/20/02--01036--009

\*\*\*\*\*87.50 \*\*\*\*\*87.50

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: \_\_\_\_\_

*Christopher Longrie*

Name (Printed or typed)

*8634 Dellway Lane*

Address

*Vienna, VA 22180*

City, State & Zip

*415-595-8076*

Daytime Telephone number

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

*Longrie* (8)

**ARTICLES OF INCORPORATION  
OF  
Lonyx Corp.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 MAY 20 PM 3: 54

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida, Florida Statutes, Chapter 607, and hereby sets forth and declares:

**CHARTER**

**Article I**

**Name**

The name of the corporation shall be Lonyx Corp.

**Article II**

**Principal Office**

The principal place for the transaction of the corporation business shall be 2800 SW 35<sup>th</sup> Place #106A, in the City of Gainesville, County of Alachua, in the State of Florida, 32608, and the mailing address shall be the same. That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

**Article III**

**Purpose**

The corporation is formed for general purposes and can include but is not limited (a) To consult with, install, and maintain audio/video/network systems and technologies in homes and businesses; (b) To design, patent, promote, distribute, and sell products as approved by the Board of Directors; (c) To acquire, own, hold, sell, lease, pledge, mortgage or otherwise dispose of any property, real or personal, necessary to the operation of the corporation; (d) To borrow money, contract debts, make contracts and to exercise any and all other powers as a natural person could lawfully make, do, perform or exercise which may be necessary, convenient or expedient for the accomplishment of any of its objects or purpose, providing the same are not inconsistent with the laws of the State of Florida and to that end enumeration of such shall not be deemed inclusive.

The corporation may also engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**Article IV**

**Term of Existence**

The existence of the corporation shall commence upon the filing of these Articles with the Secretary of State of the State of Florida and shall continue thereafter in perpetuity until dissolved as provided by law.

Article V  
Authorized Shares

The aggregate number of shares the corporation shall have authority to issue shall be one-hundred thousand shares of no-par value common stock, which shall be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the corporation shall be divided into classes, fifty thousand shares will be Class A voting stock and fifty thousand shares will be Class B non-voting stock. The total aggregate number of shares can change with the approval of a majority of voting shareholders and by amending the articles of incorporation. Each no-par share will be assigned value by the Board of Directors at the time of sale.

The following rights, privileges, conditions, and restrictions attached thereto:

Right to vote

Holders of Class "A" Common Voting shares shall have the right to vote at any meeting of shareholders of the Corporation, each Class "A" Common Voting share conferring one vote, except in the event that only holders of a specific class of shares are entitled to vote.

Participation

Subject to the rights and privileges attached to other classes of shares, holders of Class "A" Common Voting shares shall have the right (a) to participate in the property, profits, and surplus assets of the Corporation and, for that purpose, to receive any dividend declared by the Corporation; (b) to receive the remaining property of the Corporation on dissolution

Restrictions

No dividend or distribution of any kind whatsoever shall be declared or made in respect of the Class "A" Voting shares which will have the effect of reducing the net assets, including goodwill, of the Corporation to an amount insufficient to enable repurchase of redemption by the Corporation of all of any Preferred shares issued and outstanding.

Public Subscription

Any invitation to the public to subscribe for securities of the Corporation is prohibited.

Article VI  
Board of Directors

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Members at their annual meeting, unless the number is fixed by the Bylaws.

Article VII  
Officers

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers and first Board of Directors who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of Members shall be:

Christopher Longrie  
8634 Dellway Lane  
Vienna, VA 22180

President/ Director

Kevin Hanson  
2800 Southwest 35<sup>th</sup> Place #106A  
Gainesville, FL 32608

Vice-President/ Director

Thomas White  
1555 Delaney Drive #413  
Tallahassee, FL 32308

Vice-President/ Director

Christopher Longrie  
8634 Dellway Lane  
Vienna, VA 22180

Secretary/Treasurer / Director

Article VIII  
Incorporator and Subscribers

The name and address of the incorporator and initial subscriber of this incorporation are as follows:

Christopher Longrie  
8634 Dellway Lane  
Vienna, VA 22180

Article IX  
Indebtedness

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

Article X  
Registered Office and Agent

The street address of the initial registered office of this corporation is 2800 SW 35<sup>th</sup> Place #106A, Gainesville, FL 32608, and the name of the initial registered agent of this corporation at that address is Kevin Hanson.

Article XI  
Transfer Restrictions

No Member shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the Member, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the Member shall have the right to dispose of such shares without any further restrictions.

On the death of any Member, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the Member immediately prior to the Member's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the Member.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation, A Copy of Which Is On File At This Corporation's Principal Office."

"The Shares Represented By This Certificate Have Been Issued In Reliance Upon Exemptions From The Registrations Provisions Of Federal And State Securities Laws (United States Securities Act of 1933 And The Florida Securities Act). Therefore, The Transferability Of This Certificate Is Restricted Until It Is Determined By The Corporation Than Any Proposed Transfer Will Not Adversely Affect The Exemptions Relied Upon."

Article XII  
Bylaws

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the Members or the directors. The Members may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the Members, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the Members.

#### Article XIII

##### Notice

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

#### Article XIV

##### Indemnification

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### Article XV

##### Related Transactions

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, Purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a member, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a member, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any Members meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such

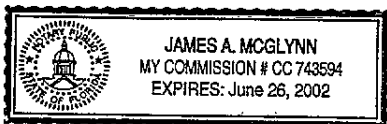
transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a member, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I, Christopher Longrie, the undersigned being the subscriber and incorporators of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal this 17 day of May, 2002.

STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that before me the undersigned authority, duly authorized to take acknowledgments and administer oaths personally appeared Christopher Longrie, who is known to me to be the person who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he/she made and executed said certificate for the use and purposes therein expressed.

WITNESS my hand and official seal this 17 day of May, 2002.



James A. McGlynn  
(Print Name)  
Notary Public, State of Florida.  
My Commission number is: \_\_\_\_\_  
My Commission expires: \_\_\_\_\_

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First--That Lonyx Corp., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at City of Gainesville, County of Alachua, State of Florida, has named Kevin Hanson, located at 2800 SW

35<sup>th</sup> Place #106A, City of Gainesville, County of Alachua, State of Florida, 32608, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Registered Agent

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
02 MAY 20 PM 3:54