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GREENBERG TRAURIG → D 011a E A S

NO.267 P001/005

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Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : GREENBERG TRAURIG (ORLANDO)  
Account Number : 103731001374  
Phone : (407) 418-2435  
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FLORIDA PROFIT CORPORATION OR P.A.

Security Officer Academy, Inc.

Certificate of Status	1
Certified Copy	1
Page Count	045
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ARTICLES OF INCORPORATION  
OF  
SECURITY OFFICER ACADEMY, INC.  
(a Florida corporation)

I, WILLIAM CALLAGHAN, being the president of SECURITY OFFICER ACADEMY, INC., a Florida corporation (the "Corporation"), hereby certifies:

ARTICLE I - NAME

The name of the Corporation is: SECURITY OFFICER ACADEMY, INC..

ARTICLE II - PURPOSE

The purpose for which this Corporation is organized is to engage in or transact any and all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal place of business and mailing address of the Corporation is: 9521 S. Orange Blossom Trail, Suite 105, Orlando, Florida 32837.

ARTICLE IV - REGISTERED OFFICE AND AGENT

The address of the registered office of the Corporation in the State of Florida is: Greenberg Traurig, P.A., 450 South Orange Avenue, Orlando, Florida, 32801. The name of the registered agent at that address is: Sean J. Roberts.

ARTICLE V - PERPETUAL EXISTENCE

The Corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI - CAPITAL STOCK

A. Authorized Capital Stock. The aggregate number of shares of all classes of stock which the Corporation shall have authority to issue is two thousand (2,000) shares, consisting of:

(i) Five Hundred (500) shares of Class A common stock, par value \$1.00 per share (the "Class A Common Stock");

(ii) One Thousand Five Hundred (1,500) shares of Class B common stock, par value \$1.00 per share (the "Class B Common Stock"); and

As used herein, the term "Common Stock" means, collectively, the Class A Common Stock and the Class B Common Stock.

No fractional shares of capital stock shall be issued in respect of any stock split, dividend, subdivision, combination, consolidation, conversion or similar event. Instead, fractional shares shall be rounded up or down to the nearest whole number.

B. Provisions Relating to Common Stock.

1. Dividends and Other Rights of Common Stock.

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a. Ratable Treatment. Except as specifically otherwise provided herein, all shares of Common Stock shall be identical and shall entitle the holders thereof to the same rights and privileges. The Corporation shall not subdivide or combine any shares of Common Stock, or pay any dividend or retire any share or make any other distribution on any share of Common Stock, or accord any other payment, benefit or preference to any share of Common Stock, except by extending such subdivision, combination, distribution, payment, benefit or preference equally to all shares of Common Stock. If dividends are declared which are payable in shares of Common Stock, such dividends shall be payable in shares of Class A Common Stock to holders of Class A Common Stock and in shares of Class B Common Stock to holders of Class B Common Stock.

b. Dividends. The holders of Common Stock shall be entitled to dividends out of funds legally available therefor, when and if declared by the Board of Directors in respect of Common Stock, and (ii) upon a voluntary or involuntary dissolution, liquidation, sale of substantially all of the Corporation's assets or winding-up of the affairs of the Corporation, to share ratably in the assets of the Corporation available for distribution to the holders of Common Stock.

## 2. Voting Rights of Common Stock.

a. Class A Common Stock. Except as otherwise provided by law, the holders of Class A Common Stock shall have full voting rights and powers to vote on all matters submitted to shareholders of the Corporation for vote, consent or approval. Each holder of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock held of record by such holder.

b. Class B Common Stock. Except as otherwise provided by law, the holders of Class B Common Stock shall have no voting rights or powers to vote on any matters submitted to the shareholders of the Corporation for vote, consent or approval.

c. Voting as One Class. Except as otherwise provided by law, all holders of Class A Common Stock shall vote on all matters submitted to shareholders of the Corporation for vote, consent or approval.

3. Mergers and Consolidations. In the event of a merger, consolidation or combination of the Corporation with another entity (whether or not the Corporation is the surviving entity), the holders of Common Stock shall be entitled to receive the same per share consideration in that transaction, except that any common stock that holders of Class A Common Stock are entitled to receive in any such event may differ as to voting rights and otherwise to the extent and only the extent that the Class A Common Stock and the Class B Common Stock differ as set forth in paragraph 2 (c) above.

4. Sales and Repurchases. The Board shall have the power to cause the Corporation to issue and sell shares of Common Stock to such individuals, partnerships, joint ventures, limited liability companies, associations, corporations, trusts or other legal entities (collectively, "persons") and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law. The Board shall have the power to cause the Corporation to purchase, out of funds legally available therefor, shares of Common Stock from such persons and for such consideration as the Board shall from time to time in its discretion determine, and as otherwise permitted by law.

5. Redemption. The Corporation may, unless otherwise prevented by law, redeem from the holders of Common Stock thereof, all of the holder's shares at the subscription price (\$1.00) per share, together with any accrued but unpaid dividends thereon to and including the date of redemption, in whole or from time to time in part.

## ARTICLE VII - DIRECTORS

Whenever any vacancy on the Board shall occur due to death, resignation, retirement, disqualification, removal, increase in the number of directors or otherwise, a majority of directors in office, although less than a

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quorum of the entire Board, may fill the vacancy or vacancies for the balance of the unexpired term or terms, at which time a successor or successors shall be duly elected by the shareholders and qualified.

### ARTICLE VIII - BYLAWS

The Board of Directors is expressly authorized to adopt, amend or repeal the Bylaws of the Corporation, subject to the power of the shareholders to adopt, amend, or repeal such Bylaws.

### ARTICLE IX - INDEMNIFICATION

The Corporation shall, to the fullest extent permitted by the laws of Florida, including, but not limited to Section 607.0850 of the Florida Business Corporation Act, as the same may be amended and supplemented from time to time, indemnify any and all directors and officers of the Corporation and may, in the discretion of the Board of Directors of the Corporation, indemnify any and all other persons whom it shall have power to indemnify under said Section or otherwise under Florida law, from and against any and all of the liabilities, expenses or other matters referred to or covered by said Section. The indemnification provisions contained in the Florida Business Corporation Act shall not be deemed exclusive of any other rights of which those indemnified may be entitled under any bylaw, agreement, resolution of shareholders or disinterested directors, or otherwise. No provision of these Amended and Restated Articles of Incorporation is intended by the Corporation to be construed as limiting, prohibiting, denying or abrogating any of the general or specific powers or rights conferred under the Florida Business Corporation Act upon the Corporation, upon its shareholders, bondholders and security holders, or upon its directors, officers and other corporate personnel, including, in particular, the power of the Corporation to furnish indemnification to directors, officers, employees and agents (and their heirs, executors and administrators) in the capacities defined and prescribed by the Florida Business Corporation Act and the defined and prescribed rights of said persons to indemnification as the same are conferred under the Florida Business Corporation Act.

### ARTICLE X - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 28<sup>th</sup> day of June, 2002.

Security Officer Academy, Inc., a Florida corporation

By: William M. Callaghan  
Name: WILLIAM M. CALLAGHAN  
Title: PRESIDENT

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 28<sup>th</sup> day of June, 2002, by William Callaghan as president of Security Officer Academy, Inc. a Florida corporation, on behalf of said corporation, who is personally known to me, produced a driver's license as identification, or produced other identification, to wit:



E E Reynolds  
My Commission 00046877  
Expires August 01 2006

Notary Public  
Print Name: E. E. REYNOLDS  
My commission expires: 8/1/06

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**FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS  
MAY BE SERVED**


Pursuant to Section 48.091 and Section 607.0501, Florida Statutes, the following is submitted:

That Security Officer Academy, Inc. desiring to organize under the laws of the State of Florida with its initial registered officer, as indicated in the Articles of Incorporation, at Greenberg Traurig, P.A., 450 South Orange Avenue, Orlando, Florida, 32801, has named Sean J. Roberts as its agent to accept service within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the Corporation named above, at the place designated in this certificate, Sean J. Roberts agrees to act in that capacity and to comply with the provisions of the Florida Business Corporation Act, relative to the proper and complete performance of its duties as registered agent.

Dated: June 28, 2002

By:   
Sean J. Roberts

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