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DIVISION OF CORPORATION

02 DEC 31 AM 9 41

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02 DEC 31 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Charter Number Only

VALIDATION ONLY

Requestor's Name

Address

City

State

ZIP

Phone

CORPORATION(S) NAME

Environmental Solutions
& Processes, INC

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

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☐ After 4:30

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Examiner

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Verifier

Acknowledgment

W.P. Verifier

Empire Toll Free: 1-800-432-3028

**ARTICLES OF INCORPORATION
OF**

Environmental Solutions & Processes, Inc.

The undersigned subscriber of these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

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TALLAHASSEE FLORIDA

**ARTICLE 1
NAME**

The name of this corporation shall be Environmental Solutions & Processes, Inc.

**ARTICLE 11
NATURE OF BUSINESS**

This corporation may engage in or transact any all-lawful legal services permitted under the laws of the United States, the State of Florida, or any other state, county, territory or nation.

**ARTICLE 111
CAPITAL STOCK**

The maximum number of share of stock that this corporation is authorized to have outstanding at any one time is 1,000,000 share of common stock having a \$.01 par value per share.

**ARTICLE IV
ADDRESS OF REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 11607 Palmetto Way, Cooper City FL 33026 and the name of the initial register Agent of the corporation at the address is Gary A. Crain, which agent, pursuant to Florida Statute 48.091, shall accept service of process within this state.

**ARTICLE V
SPECIAL PROVISIONS**

The stock of this corporation in intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish the compliance.

ARTICLE VI TERM OF EXISTANCE

This corporation shall exist perpetually.

ARTICLE VII INITIAL BUSINESS ADDRESS

**The initial business address of the corporation shall be as follows:
11607 Palmetto Way, Cooper City, Florida, 33026**

ARTICLE VIII BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or decreased from time to time in such a manner as may be prescribed by the by-laws. The names and addresses of the initial director(s) of this corporation are:

NAME	OFFICER	ADDRESS
Gary A. Crain	President	11607 Palmetto Way
	Secretary	Cooper City, Florida 33026

The corporation shall indemnify and hold harmless each person who shall serve at any time hereunder as a director or officer of the corporation, and any person who serves at the request of the corporation from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all expenses (including attorney's fees) reasonably incurred by him in connection with any claim or liability as to which it gross shall be adjusted that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the forgoing provisions shall exclude any other right to which he/she may be lawfully entitled, nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in or are directors or officers of such corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm so interested shall be disclosed or shall have been known to the board of directors of such members thereof as shall be present at any meeting of the board at which action upon any such contract or transaction shall be taken, and any director of the

corporation is so interested may be counted in determining the existence of a quorum at any meeting of the board of directors of the corporation which shall authorize any such contract or transaction, any may vote there to authorize any such contract or transaction with like force and effect as if he/she were not such director or officer of such other corporation or not so interested.

ARTICLE VIX DISSOLUTION

The corporation may be dissolved at any time by unanimous written consent of the shareholders. On dissolution, the corporate property and assets shall, after payment of all debts of 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 or her.

ARTICLE X INCORPORATOR

The name and address of the person signing these Articles is:

Gary A. Crain
Whose address is:
11607 Palmetto Way
Cooper City, Florida 33026

ARTICLE XI BY LAWS

The power to adopt, alter, amend, or repeal any provisions of the Articles of Incorporation or by the by-laws shall be vested in the shareholders and the board of directors.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 30th day of December 2002.


GARY A. CRAIN

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida, with its principle office located at 11607 Palmetto Way, Cooper City, Florida 33026 has named GARY A. CRAIN, whose address is 11607 Palmetto Way, Cooper City, Florida. 33026 as its Agent to accept service of process within this State.

ACCEPTACE:

I agree as Registered Agent to accept service of process; to keep office during prescribed hours; to post my name and any other officers of said corporation authorized to accept service of process at the above designated address in some conspicuous place in the office as required by law.

Registered Agent:


GARY A. CRAIN

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