

PO3000037895

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H03000102056 6)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 205-0381

From:

Account Name : ROETZEL & ANDRESS
Account Number : 120000000121
Phone : (941) 649-6200
Fax Number : (941) 261-3659

FLORIDA PROFIT CORPORATION OR P.A.

BLACK CAT SECURITY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	05
Estimated Charge	\$87.50

FILED
03 APR -3 AM 7:17
STATE OF FLORIDA
TALLAHASSEE

Electronic Filing Menu

Corporate Filing

Public Access Help

AUDIT NUMBER: H03000102056 6

ARTICLES OF INCORPORATION

OF

BLACK CAT SECURITY, INC.

**ARTICLE I
NAME**

The name and address of this corporation is BLACK CAT SECURITY, INC.,
LAKEVIEW AVENUE, SUITE 160-276, WEST PALM BEACH, FLORIDA 33401.

**ARTICLE II
DURATION**

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statute Section 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

**ARTICLE III
PURPOSE**

This corporation is organized to retail security and alarm equipment and to engage in any and all activities allowed a Florida corporation.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 850 Park Shore Drive, Suite 300, Naples, Florida 34103, and the name of the initial registered agent of this corporation at that address is Joseph D. Zaks, Esq

FILED
03 APR -3 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AUDIT NUMBER: H03000102056 6

ARTICLE VI INITIAL BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

LORAH A. CARRIE	122 Farmstead Circle, Lebanon, PA 17042
ANDREW M. CARRIE	122 Farmstead Circle, Lebanon, PA 17042

ARTICLE VII INCORPORATOR

The name and address of the person signing these articles is JOSEPH D. ZAKS, 850 Park Shore Drive, Naples, Florida 34103.

ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

ARTICLE IX SHAREHOLDER QUORUM

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

ARTICLE X MAJORITY VOTE TO AMEND

These Articles may be amended upon a majority vote of the shareholders.

ARTICLE XI MEETINGS

Any meeting of shareholders may be held whether within or outside the State of Florida.

ARTICLE XII APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

AUDIT NUMBER: H03000102056 6

ARTICLE XIII NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XIV PREEMPTIVE RIGHTS

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

ARTICLE XV INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 2d day of April, 2003.


JOSEPH D. ZAKS
Incorporator

L.S.

AUDIT NUMBER: H03000102056 6

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared JOSEPH D. ZAKS, who was not sworn and who is personally known to me as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 28 day of April, 2003.



Rebecca Rudolf
Commission #DD147134
Expires: Sep 03, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Rebecca Rudolf

Notary Public
My Commission Expires: _____

I, JOSEPH D. ZAKS agree to serve as resident agent and accept service for BLACK CAT SECURITY, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 28 day of April, 2003.

Joseph D. Zaks

JOSEPH D. ZAKS

FILED
03 APR -3 AM 7:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA