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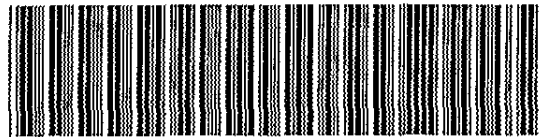
(Business Entity Name)

(Document Number)

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**EFFECTIVE DATE**

04-12-03

04/14/03--01046--013 \*\*78.75

FILED

03 APR 14 AM 9:34

SECRETARY OF STATE  
MAIL ROOM  
FBI

## TRANSMITTAL LETTER

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

SUBJECT: SPECIALTY CONSULTING INC.  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: KENNETH T. CELMER  
Name (Printed or typed)

12524 WINFIELD SCOTT BLVD.  
Address

ORLANDO FL 32837  
City, State & Zip

407-812-6382  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION  
OF Specialty Consulting Inc .**

Pursuant to Chapter 607 Or 621 F.S., the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a profit corporation.

**ARTICLE I**

**EFFECTIVE DATE**

04-12-03

**Name:**

The name of this corporation is Specialty Consulting Inc. (hereinafter referred to as "Corporation.")

**ARTICLE II**

**Location:**

The corporation principal place of business and mailing address is as follows:

12524 Winfield Scott Blvd.

Orange County

Florida 32837

**ARTICLE III**

**Purpose:**

Specialty Consulting is a "for profit" corporation, which provides engineering products and services, such as, system design, planning, integration, testing services of computer and telecommunication and other equipment to the enterprise or its clients.

**ARTICLE IV**

The number of shares of stock is:

2000 shares at par value of \$0.01 each.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE V

The names, addresses, and titles of the initial **Directors** are as follows:

**President**

Kenneth Celmer  
12524 Winfield Scott Blvd.  
Orlando, Florida 32837

Orange County

**Treasure**

Judith Celmer  
12524 Winfield Scott Blvd.  
Orlando, Florida 32837

Orange County

ARTICLE VI

CONSENT TO SERVE AS REGISTERED AGENT

I, Judith M. Celmer, hereby consent to serve as Registered Agent, in the State of Florida, for, Specialty Consulting. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of

Dated: April 09, 2003

Printed Name: Judith M. Celmer

Signature Judith M. Celmer

Judith Celmer mailing address is as follows:

12524 Winfield Scott Blvd.

Orlando, FL 32837

Orange County

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLE VII

### **Incorporator(s):**

The name and address of the incorporator is as follows:

Kenneth T. Celmer

12524 Winfield Scott Blvd.

Orlando Florida 32837

Orange County

Printed Name: KENNETH T. CELMER

Signature Kenneth T Celmer

## ARTICLE VIII

### **Directors/Trustees:**

The Board of Directors of this corporation shall be determined in the manner specified by the Bylaws and may be increased or decreased from time to time in the manner provided therein.

## ARTICLE IX

### **Limitation of Directors' Liability:**

A director shall have no liability to the corporation or its shareholders for monetary damages for conduct as a director, except for acts or omissions that involve intentional misconduct by the director, or for any transaction from which the director will personally receive a benefit in money, property or services to which the director is not legally entitled. Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification for or with respect to an act or omission of such director occurring prior to such repeal or modification.

Directors of the Corporation shall not be personally liable to the Corporation or its members, if any, for monetary damages for conduct as a Director or a knowing violation of law by a Director, where the director votes or assents to a distribution which is unlawful or violates the requirements of these articles of incorporation, or for any transaction from which the Director will personally receive a benefit in money, property.

## **ARTICLE X**

### **Indemnification of Directors and Officers**

**Section 1. Right to Indemnification.** Each person who was, or is threatened to be made a party to or is otherwise involved (including, without limitation, as a witness) in any actual or threatened action, suitor proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the corporation or, while a director or officer, he or she is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, trustee, officer, employee or agent or in any other capacity while serving as a director, trustee, officer, employee or agent, shall be indemnified and held harmless by the corporation, to the full extent permitted by applicable law as then in effect, against all expense, liability and loss (including attorney's fees, judgments, fines, ERISA excise taxes or penalties and amounts to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that except as provided in Section 2 of this Article with respect to proceedings seeking to enforce rights to indemnification, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding (or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the board of directors of the corporation. The right to indemnification conferred in this Section I shall be a contract right and shall include the right to be paid by the corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses in advance of the final disposition of a proceeding shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this Section 1 or otherwise.

**Section 2. Right of Claimant to Bring Suit.** If a claim under Section 1 of this Article is not paid in full by the corporation within sixty (60) days after a written claim has been received by the corporation, except in the case of a claim for expenses incurred in

defending a proceeding in advance of its final disposition, in which case the applicable period shall be twenty (20) days, the claimant may at any time thereafter bring suit against the corporation to recover the unpaid amount of the claim and, to the extent successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. The claimant shall be presumed to be entitled to indemnification under this Article upon submission of a written claim (and, in an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition, where the required undertaking has been tendered to the corporation), and thereafter the corporation shall have the burden of proof to overcome the presumption that the claimant is not so entitled. Neither the failure of the corporation (including its board of directors, independent legal counsel or its share holders) to have made a determination prior to the commencement of such action that indemnification of or reimbursement or advancement of expenses to the claimant is proper in the circumstances nor an actual determination by the corporation (including its board of directors, independent legal counsel or its shareholders) that the claimant is not entitled to indemnification or to the reimbursement or advancement of expenses shall be a defense to the action or create a presumption that the claimant is not so entitled.

**Section 3. Nonexclusivity of Rights.** The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

**Section 4. Insurance, Contracts and Funding.** The corporation may maintain insurance, at its expense, to protect itself and any director, trustee, officer, employee or agent of the corporation or another corporation, partnership, joint venture, trust or other enterprise against any expense, liability or loss, whether or not the corporation would have the power to indemnify such person against such expense. The corporation may, without further shareholder action, enter into contracts with any director or officer of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

**Section 5. Indemnification of Employees and Agents of the Corporation.** The corporation may, by action of its board of directors from time to time, provide indemnification and pay expenses in advance of the final disposition of a proceeding to employees and agents of the corporation with the same scope and effect as the provisions of this Article with respect to the indemnification and advancement of expenses of directors and officers of the corporation.

## **ARTICLE XI**

### **Effective Date:**

The effective date of filing of these Articles of Incorporation shall be upon filing.

Dated: April 12, 2003