

P04000103779

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

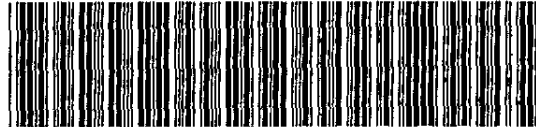
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100038083821

07/08/04 - 01029 -006 \*\*128.75

FILED  
04 JUL -8 PM 3:08  
TALLAHASSEE, FL 32304

07-13-09

## TRANSMITTAL LETTER

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

SUBJECT: TRANSITIONS GROUP ASSOC. 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  
+ CERTIFICATE OF  
DOMESTICATION  
\$ 50.00

☐ \$78.75  
Filing Fee  
& Certified Copy  
+ \$50.00  
DOMESTICATION  
ADDITIONAL COPY REQUIRED

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

FROM: SHAUNA CHABOT  
Name (Printed or typed)

7512 DR PHILLIPS BLVD STE 50 PMB 130  
Address

ORLANDO FLORIDA 32819  
City, State & Zip

407-414-8755.  
Daytime Telephone number

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

## CERTIFICATE OF DOMESTICATION

The undersigned, SHAUNA CHABOT, DIRECTOR,  
(Name) (Title)

of TRANSITIONS GROUP LTD a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was JUNE 5, 2002.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was NEVADA.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was TRANSITIONS GROUP LTD.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is TRANSITIONS GROUP ASSOC. INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was NEVADA.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am SHAUNA CHABOT, of TRANSITIONS GROUP LTD.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 28 day of JUNE, 2004.

[Signature]  
(Authorized Signature)

|  |          |
|--|----------|
| Filing Fee:                                  |          |
| Certificate of Domestication                 | \$50.00  |
| Articles of Incorporation and Certified Copy | \$78.75  |
| Total to domesticate and file                | \$128.75 |

FILED  
04 JUL -8 PM 3:08  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
IN COMPLIANCE WITH CHAPTER 607, F.S.

**ARTICLE I NAME**

THE NAME OF THE CORPORATION SHALL BE:

TRANSITIONS GROUP ASSOC. INC.

**ARTICLE II PRINCIPAL OFFICE**

THE PRINCIPAL PLACE OF BUSINESS/MAILING ADDRESS IS:

1053 MAITLAND CENTER COMMONS BLVD. 2<sup>ND</sup> FL  
MAITLAND, FLORIDA 32751

**ARTICLE III PURPOSE**

THE PURPOSE FOR WHICH THE CORPORATION IS ORGANIZED:

THE NATURE AND PURPOSE OF THIS BUSINESS SHALL BE TO CONDUCT ANY ACTIVITY AS GOVERNED BY THE LAWS OF THE STATE OF FLORIDA.

**ARTICLE IV SHARES**

THE AUTHORIZED CAPITAL STOCK OF THIS CORPORATION IS 1,000,000 SHARES OF COMMON STOCK WITH FULL VOTING RIGHTS AND WITH A PAR VALUE OF \$.001 PER SHARE.

THE BOARD OF DIRECTORS IS AUTHORIZED TO ADOPT A RESOLUTION TO INCREASE, DECREASE, ADD, REMOVE OR OTHERWISE ALTER ANY CURRENT OR ADDITIONAL CLASSES OR SERIES OF THIS CORPORATION'S CAPITAL STOCK BY A BOARD RESOLUTION AMENDING THESE ARTICLES, IN THE BOARD OF DIRECTOR'S SOLE DISCRETION FOR INCREASES OR DECREASES OF ANY CLASS OR SERIES OF AUTHORIZED STOCK WHERE APPLICABLE PURSUANT TO ANY STATUTORY PROVISION, OR OTHERWISE SUBJECT TO THE APPROVAL OF THE HOLDERS OF AT LEAST A MAJORITY OF SHARES HAVING VOTING RIGHTS, EITHER IN A SPECIAL MEETING OR THE NEXT ANNUAL MEETING OF SHAREHOLDERS. NOTWITHSTANDING THE FOREGOING, WHERE ANY SHARE OF ANY CLASS OR SERIES WOULD BE MATERIALLY OR ADVERSELY AFFECTED BY SUCH CHANGE, SHAREHOLDER APPROVAL BY THE HOLDERS OF AT LEAST A MAJORITY OF SUCH ADVERSELY AFFECTED SHARES MUST ALSO BE OBTAINED BEFORE FILING AN AMENDMENT WITH THE OFFICE OF THE SECRETARY OF STATE OF FLORIDA.

THE BOARD OF DIRECTORS IS AUTHORIZED TO INCREASE ITS CAPITAL STOCK BY AMENDMENT TO THESE ARTICLES.

THE CAPITAL STOCK OF THIS CORPORATION SHALL BE NON-ASSESSABLE AND SHALL NOT BE SUBJECT TO ASSESSMENT TO PAY THE DEBTS OF THE CORPORATION.

**ARTICLE V DIRECTORS AND/OR OFFICERS**

MEMBERS OF THE GOVERNING BOARD SHALL BE KNOWN AND STYLED AS "DIRECTORS" AND THE NUMBER THEREOF SHALL BE ONE (1) AND MAY BE INCREASED OR DECREASED FROM TIME TO TIME PURSUANT TO THE BYLAWS.

FILED  
04 JUL -8 PM 3:08  
TALLAHASSEE, FLORIDA

THE NUMBER OF MEMBERS OF THE BOARD OF DIRECTORS SHALL NOT BE LESS THAN ONE (1) OR MORE THAN THIRTEEN (13).

THE OFFICERS OF THE CORPORATION SHALL BE A PRESIDENT, SECRETARY AND TREASURER. THE CORPORATION MAY HAVE SUCH ADDITIONAL OFFICERS AS MAY BE DETERMINED FROM TIME TO TIME IN ACCORDANCE WITH THE BYLAWS. THE OFFICERS SHALL HAVE THE POWERS, PERFORM THE DUTIES, AND BE APPOINTED AS MAY BE DETERMINED IN ACCORDANCE WITH THE BYLAWS AND LAWS OF THE STATE OF FLORIDA. ANY PERSON MAY HOLD TWO (2) OR MORE OFFICES IN THIS CORPORATION.

**ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS**

THE NAME AND FLORIDA STREET ADDRESS OF THE REGISTERED AGENT IS:

WALKER & TUDHOPE, P.A.  
1053 MAITLAND CENTER COMMONS BLVD 2<sup>ND</sup> FL  
MAITLAND, FLORIDA 32751

**ARTICLE VII**

THE CORPORATION SHALL HAVE PERPETUAL SUCCESSION BY ITS CORPORATE NAME AND SHALL HAVE ALL THE POWERS HEREIN ENUMERATED OR IMPLIED HEREFROM AND THE POWERS NOW PROVIDED OR WHICH MAY HEREAFTER BE PROVIDED BY LAW FOR CORPORATIONS IN THE STATE OF FLORIDA.

**ARTICLE VIII**

NO STOCKHOLDER SHALL BE LIABLE FOR THE DEBTS OF THE CORPORATION BEYOND THE AMOUNT THAT MAY BE DUE OR UNPAID UPON ANY SHARES OR SHARES OF STOCK OF THIS CORPORATION OWNED BY THAT PERSON.

**ARTICLE IX**

EACH SHAREHOLDER ENTITLED TO VOTE AT ANY ELECTION FOR DIRECTORS SHALL HAVE THE RIGHT TO VOTE, IN PERSON OR BY PROXY, THE NUMBER OF SHARES OWNED BY SUCH SHAREHOLDER FOR EACH DIRECTOR TO BE ELECTED. SHAREHOLDERS SHALL NOT BE ENTITLED TO CUMULATIVE VOTING RIGHTS.

**ARTICLE X**

THE DIRECTORS SHALL HAVE THE POWERS TO MAKE AND ALTER THE BYLAWS OF THE CORPORATION. BYLAWS MADE BY THE BOARD OF DIRECTORS UNDER THE POWERS SO CONFERRED MAY BE ALTERED, AMENDED, OR REPEALED BY THE BOARD OF DIRECTORS OR BY THE STOCKHOLDERS AT ANY MEETING CALLED AND HELD FOR THAT PURPOSE.

**ARTICLE XI**

THE CORPORATION SHALL INDEMNIFY ALL DIRECTORS, OFFICERS, EMPLOYEES, AND AGENTS TO THE FULLEST EXTENT PERMITTED BY FLORIDA LAW OR ANY OTHER LAW THEN IN EFFECT OR AS IT MAY HEREAFTER BE AMENDED.

THE CORPORATION SHALL INDEMNIFY EACH PRESENT AND FUTURE DIRECTOR, OFFICER, EMPLOYEE OR AGENT OF THE CORPORATION WHO BECOMES A PARTY OR IS THREATENED TO BE MADE A PARTY TO ANY SUIT OR PROCEEDING, WHETHER PENDING, COMPLETED OR MERELY THREATENED, AND WHETHER SAID SUIT OR PROCEEDING IS CIVIL, CRIMINAL, ADMINISTRATIVE, INVESTIGATIVE, OR OTHERWISE, EXCEPT AN ACTION BY OR IN THE RIGHT OF THE CORPORATION, BY REASON OF THE FACT THAT HE IS OR WAS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF THE CORPORATION, OR IS OR WAS SERVING AT THE REQUEST OF THE CORPORATION AS A DIRECTOR, OFFICER, EMPLOYEE, OR AGENT OF ANOTHER CORPORATION, PARTNERSHIP, JOINT VENTURE,

TRUST, OR OTHER ENTERPRISE, AGAINST EXPENSES, INCLUDING, BUT NOT LIMITED TO, ATTORNEY'S FEES, JUDGMENTS, FINES, AND AMOUNTS PAID IN SETTLEMENT ACTUALLY AND REASONABLY INCURRED BY HIM IN CONNECTION WITH THE ACTION, SUIT OR PROCEEDING OR SETTLEMENT PROVIDED SUCH PERSON ACTED IN GOOD FAITH AND IN A MANNER WHICH HE REASONABLY BELIEVED TO BE IN OR NOT OPPOSED TO THE BEST INTEREST OF THE CORPORATION, AND, WITH RESPECT TO ANY CRIMINAL ACTION OR PROCEEDING, HAD NO REASONABLE CAUSE TO BELIEVE HIS CONDUCT WAS UNLAWFUL.

THE EXPENSES OF DIRECTORS, OFFICERS, EMPLOYEES OR AGENT OF THE CORPORATION INCURRED IN DEFENDING A CIVIL OR CRIMINAL ACTION, SUIT OR PROCEEDING MAY BE PAID BY THE CORPORATION AS THEY ARE INCURRED AND IN ADVANCE OF THE FINAL DISPOSITION OF THE ACTION, SUIT, OR PROCEEDING, IF ANY ONLY IF THE DIRECTOR, OFFICER, EMPLOYEE OR AGENT UNDERTAKES TO REPAY SAID EXPENSES TO THE CORPORATION IF IT IS ULTIMATELY DETERMINED BY A COURT OF COMPETENT JURISDICTION, AFTER EXHAUSTION OF ALL APPEALS THEREFROM, THAT HE IS NOT ENTITLED TO BE INDEMNIFIED BY THE CORPORATION.

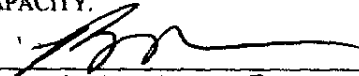
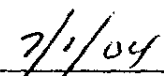

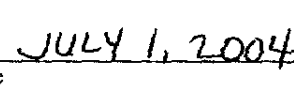
NO INDEMNIFICATION SHALL BE APPLIED, AND ANY ADVANCEMENT OF EXPENSES TO OR ON BEHALF OF ANY DIRECTOR, OFFICER, EMPLOYEE OR AGENT MUST BE RETURNED TO THE CORPORATION, IF A FINAL ADJUDICATION ESTABLISHES THAT THE PERSONS' ACTS OR OMISSIONS INVOLVED A BREACH OF ANY FIDUCIARY DUTIES, WHERE APPLICABLE, INTENTIONAL MISCONDUCT, FRAUD OR A KNOWING VIOLATION OF THE LAW WHICH WAS MATERIAL TO THE CAUSE OF ACTION.

#### ARTICLE XII

THE NAME AND ADDRESS OF THE INCORPORATOR OF THIS CORPORATION IS:

DOUG KENNEDY.  
7512 DR. PHILLIPS BLVD. SUITE 50  
ORLANDO, FLORIDA 32819

\*\*\*\*\*  
HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I AM FAMILIAR WITH AND ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY.

|   |                      |  |
|---|----------------------|--|
|  |                      |  |
| Signature/Resident Agent  | Berry J. Walker, Jr. | Date   |
|  |                      |  |
| Signature/Incorporator  | DOUG KENNEDY         | Date   |