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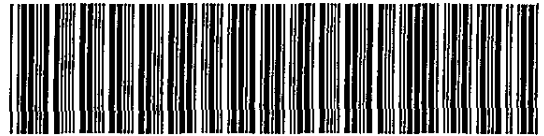
(Business Entity Name)

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SECRETARY OF STATE  
COMMUNICATIONS SECTION

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11-8-04  
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## TRANSMITTAL LETTER

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

SUBJECT: SWENG CORP.  
(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: Jonathan W. Lartigue  
Name (Printed or typed)

10870 Del Prado Drive W.  
Address

Largo, FL 33774  
City, State & Zip

727-776-6769  
Daytime Telephone number

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

## **ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

### **ARTICLE I NAME AND POWERS**

The name of the corporation shall be: SwEng Corp.

### **ARTICLE II PRINCIPAL OFFICE**

The principal place of business is:  
10870 Del Prado Drive West, Largo, FL 33774

### **ARTICLE III PURPOSE**

The purpose for which the corporation is organized is to provide engineering software, tools, services, training and any and all lawful business activity in which corporations may engage, either for its own account, or for others as agent.

### **ARTICLE IV STOCK**

The total authorized capital stock of this corporation shall be two hundred (200) shares of common stock with no par value. Shareholders shall have pre-emptive rights. The transfer of stock of this corporation shall be made only on the books of the corporation by the shareholders, in person or by proxy, and under such rules and regulations as the Board of Directors may in accordance with law prescribe from time to time.

### **ARTICLE V STOCK TRANSFER**

No holder of capital stock of this corporation shall sell, transfer, convey, assign, pledge, or otherwise dispose of said stock, or any part thereof, unless and until the stockholder

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

first shall have made such offer to the corporation itself. The offer must be written and addressed to the President of the corporation, who shall deliver it to the Board of Directors at a special or regular meeting held within ten (10) days of the President's receipt of the written offer. The corporation, through the Board of Directors, shall have forty (40) days within which to decide whether it will accept the offer.

Should the corporation decline to purchase all or some of the offered stock, the shareholders of record shall then have thirty (30) days within which to decide whether they will acquire said stock or the balance thereof not acquired by the corporation, in whole or in part and in proportion to their holdings in the corporation. The thirty (30) day period shall begin no earlier than the end of the forty (40) days given the Board of Directors to decide.

The value of the shares offered to the corporation and/or the shareholders shall be no more than the book value thereof as of the close of the previous fiscal year of the corporation.

Should both the corporation and the shareholders decline to purchase all or some of the stock within the above seventy (70) day period, the offering stockholder may then dispose of said stock or the balance thereof in any manner and to any person he wishes. However, should said stock not be disposed of to a bona fide purchaser within six (6) months from the end of the seventy (70) day period, it must again be offered to the corporation and the stockholders, as herein above provided, before it can be sold or transferred to other parties, and a like limitation shall apply to any further attempts to sell or transfer said stock.

The stock of this corporation which the corporation itself may acquire, under this provision, or otherwise, may be held, reissued, or sold by the Board of Directors, from time to time, and at such prices, in such manner, and to such persons as the Board of Directors may determine, after first offering the same,

in writing, to the stockholders of record in proportion to their holdings, at the same price, for a period of ten (10) days.

#### **ARTICLE VI ISSUANCE OF STOCK**

The shares of stock of this corporation shall be issued only for cash paid or for other consideration of the character and value determined by the Board of Directors or determined by the shareholders at any annual meeting or at any special meeting duly called and held for that purpose.

#### **ARTICLE VII DIRECTORS**

The business and affairs of the corporation shall be managed and all the corporate powers thereof shall be vested in and exercised by a Board of Directors. The number of the Directors may be fixed or changed in the corporate by-laws.

Any director absent from a meeting may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of said absent director.

The Board of Directors shall have authority to make and alter by-laws, fix their own qualifications, classifications, or terms of office, and fix or increase their compensation, subject to the power of the shareholders to change or repeal the by-laws so made.

The Board of Directors shall not have power or authority to amend or alter the Articles of the corporation.

The Board of Directors shall have such power and authority with respect to the capital, surplus, and dividends, including allocation, reduction, utilization, distribution, and payment, as is permitted and provided by law.

The Board of Directors shall have full authority to exercise other powers and to perform such other lawful activities in which the corporation and/or its shareholders may engage,

unless prohibited from doing so by law or this corporation's charter or by-laws.

Upon the written request of shareholders holding two-thirds of this corporation's issued and outstanding voting stock, any director may be replaced, even though his term of office may not have expired.

Until successors are duly elected, qualified, and installed, the director(s) of this corporation shall be:

Jonathan W. Lartigue  
10870 Del Prado Drive W, Largo, FL 33774

#### **ARTICLE VIII INDEMNIFICATION**

This corporation shall have the power to indemnify and defend any person who was or is or is threatened to be made a party to any pending or threatened legal action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by the corporation) by reason of fact that he is or was a director, officer, or employee or is or was serving at the request of the corporation as a director, officer, employee, or agent from another corporation or entity, against expenses including attorney's fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the corporation and had no reason to believe his conduct was unlawful.

#### **ARTICLE IX ANNUAL MEETING**

The annual meeting of the shareholders shall be held in the month of October in each year, beginning with the year 2004, on a date set forth by the board of directors for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

The day fixed for the annual meeting shall not be a legal holiday in the State of Florida. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

The Board of Directors, at its discretion, may prescribe the exact time and place of such meeting, subject to the requirements of notice for such meeting, as set forth in the bylaws of the corporation.

A failure of any cause whatsoever, including but not limited to a lack of quorum, to hold said annual election or a failure to elect Directors at such meeting shall not impede the operation of the corporation, but the directors and officers then in office shall remain in office until their successors are elected, qualified, and installed.

#### **ARTICLE X AMENDMENTS**

These Articles may be altered, amended, or repealed and new Articles may be adopted, as provided for and limited by law, at any regular or special meeting of the shareholders by a two-thirds vote of all outstanding shares of the corporation.

#### **ARTICLE XI REGISTERED AGENT**

The name and Florida street address of the registered agent is:

Jonathan W. Lartigue  
10870 Del Prado Drive W, Largo, FL 33774

ARTICLE XII  
INCORPORATOR

The name and address of the Incorporator is:

Jonathan W. Lartigue  
10870 Del Prado Drive W, Largo, FL 33774

Having been named as registered agent 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/Registered Agent

11/2/04  
Date

  
Signature/Incorporator

11/8/04  
Date

STATE OF FLORIDA  
COUNTY OF Pinellas  
The foregoing instrument was acknowledged before me this  
2 day of Nov 20 04 by  
Jonathan W. Lartigue  
☒ PERSONALLY KNOWN TO ME  
☐ PRODUCED AS IDENTIFICATION  
Type of Identification  
Notary Signature 