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#### Law Offices of Rodney G. Fair, Esq., P.A.

South Florida

11906 Sandy Run

Jupiter, Florida 34378

Phone 561-746-8237

Fax 561-746-8237

Florida Department of State

**Division of Corporations** 

P. O. Box 6327

Tallahassee, Florida 32314

February 2, 2005

Re. Articles of Incorporation, for the Newly Formed Corporation, EM TRAINING, Inc.

#### Gentlemen:

I have enclosed the Articles of Incorporation for the above mentioned Corporation, and a check in the amount of \$78.75, representing the full payment for filing the Articles of Incorporation, the Designation and Acceptance of the Registered Agent, and the cost to receive a certified copy of the Certificate of Incorporation.

Please return the certified copy of the Article of Incorporation and the Certificate of Incorporation to the law firm indicated above.

Thank you for your assistance in this matter

Sincerely

Attorney Bar #123017



## ARTICLES OF INCORPORATION OF EM FRAINING, Inc.

I, the undersigned incorporator, hereby make, subscribe, acknowledge and file with the Secretary of the State of Florida, these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida

#### **\RTICLE I**

The name of the corporation shall be EM TRAINING, Inc.

## ARTICLE II PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The address of the corporation's principal office is 16053 134th Terrace North, Jupiter, Palm Beach County, State of Florida, 33478. The corporation shall have the power to move the principal office to any other address in the State of Florida, as may be deemed expedient.

The name and address of the initial registered agent of the corporation are, WILLIAM S. FIRESTONE, of 16053 134th Terrace North, Jupiter, Florida, 33478, and the corporations's principal office is located at 16053 134th Terrace North, Jupiter, Florida, 33478.

## ARTICLE III DI RATION

The period of the corporation's duration shall be perpetual, that is, until the corporation is dissolved by a vote of 2/3 of the shareholders as provided in the by-laws.

## ARTICLE IV

This corporation is organized for the following purposes:

This corporation is formed to provide on site classroom training to emergency responders throughout the Southeastern United States. The corporation shall administer, coordinate and facilitate classroom training; such services to include but not be held to limit or restrict in any manner the powers of this corporation, the set up of class rooms, the ordering and arrangement of materials, the conduction of lectures, lead seminars and question/answer sections. The Corporation shall adopt and update the public agency's existing curriculum to current use and the corporation shall develop and create new curriculums in accord with the latest technical changes.

## ARTICLE V CAPITAL STOCK

The total number of shares of stock which the corporation shall be authorized to issue or have outstanding at any one time is five hundred (500) shares. These shares shall be of a single class of common stock, and shall have a par value of Ten Dollars and no cent (\$10.00) per share. Each of said shares of stock shall entitle the holder thereof to One (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid for in cash, or in property, at the fair valuation fixed by the incorporator, or by the board of directors, at a meeting called for such purposes. All stock when issued shall be fully paid for and shall be nonassessable.

### ARTICLE VI CAPITALIZATION

The amount of capital with which the corporation will use to begin this business shall be not less than One Thousand Dollars (\$1,000.00)

AR FICLE VII

CORPORATE POWERS

The corporation shall have all the rights and powers now or subsequently conferred on

corporations by the laws of the State of Florida, including, but not limited to, the following:

To own property, enter into contracts, and to carry on any business necessary or incidental to the

accomplishment or furtherance of the purpose or objects of this corporation.

To borrow money and contract debts when necessary for the transaction of its business or for the

exercise of its lawful purpose; to issue bonds, promissory notes, bills of exchange, debentures and

other obligations and evidence of indebtedness payable at a specified time or times secured by

mortgages or otherwise.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly

provided that the foregoing enumeration of special powers shall not be held to limit or restrict in

any manner the powers of this corporation

ARTICLE VIII

INCORPORATORS

The name and street address of the subscriber of these articles of incorporation as the

incorporator is

WILLIAM S. FIRESTONE

16053 34th Terrace North

Jupiter Florida, 33478

ARTICLE IX

DIRECTORS

The corporation is to be managed by a board of directors which shall consist of not less than one

(1) and not more than five (5), the number of directors shall be fixed by the corporate by-laws.

There shall be one director constituting the mitial board of directors; the name and address of the

initial director is.

WILLIAM S. FIRESTONE

16053 134th Terrace North

Jupiter, Florida 33478

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The single member of the first board of directors shall hold office for the first year of the existence of the corporation or until his successors are elected or appointed and have qualified.

### ARTICLE X

#### RIGHT TO AMEND, ALTER, CHANGE

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of the State of Florida, and all rights conferred upon the stockholders herein are subject to this reservation.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles of Incorporation for the uses and purposes therein stated.

WILLIAM S. FIRESTONE

STATE OF FLORIDA

COUNTY OF PALM BEACH SS:

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized in the State and county named above to take acknowledgments, personally appeared WILLIAM S.

FIRESTONE, to me known [ Yes], or No] who furnished proper photo identification Florida Driver's License # ( ) to be the person described as subscribed to the foregoing Articles of Incorporation, in and who executed the same, and acknowledged before me that he executed the same freely and voluntarily, for the uses and purposes therein

WITNESS my hand and official seal, at Jupiter, Florida, this 1st day of February, 2005.

INEZ M. FAIR
MY COMMISSION # DB354825
EXPIRES: November 07, 2008
1-500-1-NOTARY FI. Notary Discount Assoc. Ca.

INEZ M. FAIR

(Notary Public)

State of Florida at Large

My Commission Expires: 200.7, 2005

expressed.

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## CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICTE PLACES OF FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

The Stock subscribers of the EM TRAINING. Inc., corporation desiring to organize under the laws of the State of Florida with its principal office at 16053 134<sup>TH</sup> Terrace North, Jupiter, Palm Beach County, State of Florida, 33478. as indicated in the Articles of Incorporation, has named WILLIAM S. FIRESTONE of 16053 134<sup>th</sup> Terrace North, Jupiter, Palm Beach County, State of Florida, 33478, as its agent to accept service of process within this State.

#### ACCEPTANCE BY REGISTER AGENT

Having been named to accept service of process for the EM TRAINING, Inc., corporation, at the place designated in Article II of the these Articles of Incorporation, the undersigned hereby agrees to act in this capacity, he is familiar with and accepts the duties and responsibilities as registered agent for the corporation and he further agrees to comply with the provisions of all statutes relative to the proper and complete discharge of his duties.

Dated this / day of February, 2005.

WILLIAM S. FIRESTONE