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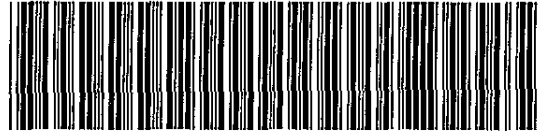
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05 MAR 31 PM 3:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
AND
FILED



Russell Software Solutions

Solutions for Small Business

March 29, 2005

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

Dear Sirs:

Please find enclosed my notarized Articles of Incorporation to create a new corporation for Russell Software, Inc., plus an additional photocopy for your records.

Enclosed is my check for \$78.75 to cover the fees for this service.

Please mail all responses to:

Earl Russell
11059 Lakeland Circle
Fort Myers, FL 33913

If you have any questions or need to contact me please use the following:

(239) 634-5688
sales@RussellSoftwareSolutions.com

Thank you for your assistance.

Sincerely,

Earl Russell

ARTICLES OF INCORPORATION
OF
Russell Software, Inc.

APPROVED
AND
FILED
05 MAR 31 PM 3: 57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, pursuant to the laws of the State of Florida, do hereby subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida, the following Articles of Incorporation, to wit:

ARTICLE I

The corporate name shall be Russell Software, Inc.

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the State of Florida and of the United States.

ARTICLE III

1. The number of shares of authorized capital stock of this corporation shall be Seven Thousand Five Hundred (7,500) shares of common stock with a nominal par value of One Dollar (\$1.00) each.

2. The capital stock may be paid for in property, labor, services or cash, at a just valuation to be fixed by the stockholders. All of such stock shall be fully paid and non-assessable.

ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than Five Hundred (\$500.00) Dollars.

ARTICLE V

The term for this corporation shall be perpetual.

ARTICLE VI

The principal office of the corporation shall be at 11059 Lakeland Circle, Fort Myers, Florida 33913. This corporation may have such other places of business in the State of Florida as the nature and progress of the business of the corporation shall from time to time move the principal office to any other address in Florida.

ARTICLE VII

The corporation shall initially have one (1) Director to hold office until the first Annual Meeting of Shareholders and until his/her earlier resignation, or removal from office, or death. The number of Directors may be either increased or decreased from time to time, in accordance with the By-Laws of the Corporation. The name of the initial Director is:

Earl Russell

11059 Lakeland Circle
Fort Myers, FL 33913

ARTICLE VIII

The name and street address and the number of shares subscribed to by the initial subscriber thereto, who is to conduct the business of the corporation until those elected at the organizational meeting is:

<u>NAME</u>	<u>ADDRESS</u>	<u>NUMBER OF SHARES</u>
Earl Russell	11059 Lakeland Circle Fort Myers, FL 33913	500

ARTICLE IX

The initial registered office shall be at 11059 Lakeland Circle, Fort Myers, FL 33913, and the initial registered agent at the same address shall be Earl Russell.

ARTICLE X

1. When the stockholders so determine, any increase of the common stock shall be first offered pro-rata to the common stockholders who may desire to subscribe for such stock in relation to their present holdings.
2. Every amendment shall be approved by the stockholders at a stockholders meeting by Fifty-one (51%) percent of the stock entitled to vote thereon.
3. Any meeting of the stockholders may be held within or without the State of Florida.
4. Officers of this corporation need not be stockholders.

IN WITNESS WHEREOF, the subscribing stockholder has hereunto set his/her hand and seal, and caused these Articles of Incorporation to be executed this

28th day of March, 2005.

Earl Russell
Earl Russell

STATE OF FLORIDA)

COUNTY OF _____)

BEFORE ME, the undersigned authority, this day personally appeared Earl Russell, to me well known and known to me to be the person who executed the foregoing Articles of Incorporation and he has acknowledged to and before me that he has executed the said instrument for the purpose herein expressed.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Fort Myers,

Lee County, Florida this 28th day of March, 2005.



WILLIAM J. EDWARDS
MY COMMISSION # DD 286287
EXPIRES: February 1, 2008
Bonded Thru Budget Notary Services

William J. Edwards
NOTARY PUBLIC, State of Florida at Large

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at a place designated on this certificate, I hereby accept said designation as Registered Agent and agree to comply with the provisions of the law relative to keeping said office open.

Earl Russell
Earl Russell