

PD5000057341

— Shutter Pro, Inc. —
999 Emerald Rd SE
— Palm Bay, Fl. 32909 —

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

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STATE OF FLORIDA
TALLAHASSEE, FLORIDA

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TRANSMITTAL LETTER

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

SUBJECT: Shutter Pro, 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: Brian S. Bauer
Name (Printed or typed)

999 Emerald Rd. SE
Address

Palm Bay, FL 32909
City, State & Zip

321-749-8785
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

SHUTTER PRO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

The name of the Corporation is: Shutter Pro, Inc.

ARTICLE II

This corporation shall have perpetual existence commencing on the filing of these Articles.

ARTICLE III

This Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory or nation.

ARTICLE IV

This Corporation is authorized to issue 1000 shares at \$1.00 par value common stock.

ARTICLE V

The Registered Agent and the street address of the initial registered office of this Corporation in the State of Florida shall be:

Brian S. Bauer

999 Emerald Rd SE
Palm Bay, FL 32909

The Initial Registered Office and the initial principle office shall be the same.

The Board of Directors from time to time may move the Registered Office to any address in the State of Florida.

ARTICLE VI

This Corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Kevin D. Kern	1754 Cadillac Circle S. Melbourne, FL 32935
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Brian S. Bauer	999 Emerald Rd SE Palm Bay, FL 32909
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ARTICLE VII

The name and address of the person signing these Articles of Incorporation as the Incorporator is:

Brian S. Bauer	999 Emerald Rd SE Palm Bay, FL 32909
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ARTICLE VIII

The following additional provisions for the regulation of the business and for the conduct of the affairs of the Corporation and creating, dividing, limiting and regulating the powers of the Corporation, its Shareholders and Directors, are hereby adopted as a part of these Articles of Incorporation, to-wit;

- A. Any person who is serving or has served as a Director or Officer of the Corporation or of any wholly-owned subsidiary hereof, or other corporation at the request of the Corporation, and the respective heirs or personal representatives of each of them, shall be indemnified by the Corporation against expenses, judgments, decrees, fines, penalties or amounts paid in settlement thereof in connection with the defense of any pending or threatened action, suit or proceeding, criminal or civil, to which such person is or may be made a party by reasons of being or having been such Director or Officer; provided that, in the event any claim for reimbursement or indemnification

hereunder is based upon a settlement, the reimbursement or indemnification herein provided shall only apply if the Board of Directors of the Corporation approves such settlement as being in the best interest of the Corporation, and provided further that the Directors, acting at a meeting at which a quorum consisting of Directors who are not parties to or threatened with any such action, suit or proceeding, is present, determine that such Director or officer:

- (1) Was not and has not been adjudicated to have been negligent or guilty of misconduct in the performance of his duties to the Corporation of which he is a Director or Officer; and
- (2) Acted in good faith in what he reasonably believed to be the best interest of such Corporation; and
- (3) In any matter where such Director was the subject of a criminal action, suit or proceeding, had no reasonable cause to believe that his conduct was unlawful.

B. Any Director who is party to or threatened with any such action, suit or proceeding shall not be qualified to vote on such determination and, if for this reason, a quorum of the Directors cannot be obtained such determination shall be made by three (3) arbitrators who shall be selected by all of the Officers and Directors of the Corporation who are not parties to or threatened with any such action, suit or proceeding. If there are no Officers or Directors qualified to make such selection, the selection shall be made by the American Arbitration Association in accordance with its rules. Such indemnification shall not be deemed exclusive of any other right to which such Director or Officer may be entitled under the Articles of Incorporation, By-Laws, regulations or any agreement or policy of Insurance purchased by the Corporation.

C. The Corporation will indemnify and save harmless any Officer, Director or employee who may, from time to time at the request of the Corporation, act as a guarantor or co-maker of any promissory note or surety bond written for the benefit of the Corporation. The Indemnification by the Corporation

will include all out of pocket costs properly substantiated, including reasonable attorneys' fees, as may be incurred by such party as an incident to his acting as such guarantor, surety or co-maker.

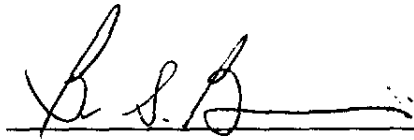
- D. The board may secure and maintain such policies of insurance as it may consider appropriate to insure any person, who is serving or has served as a Director or Officer of the Corporation or any of its subsidiaries, against liability and expense arising out of any claim or breach of duty, error, misstatement, misleading statement, omission or other act done or attempted solely by reason of their being such Officer or Director.

ARTICLE IX

This Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or in any amendment hereto; and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE X

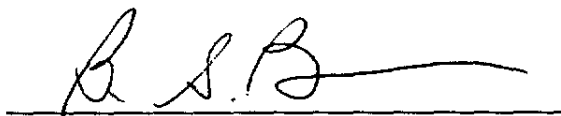
Having been named to accept Service of Process for the above-stated Corporation, at the place designated in the Article of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of the Florida Statutes relative to keeping open said office.



Brian S. Bauer

ARTICLE XI

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day March 2005.



Brian S. Bauer

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STATE OF FLORIDA
TALLAHASSEE

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