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CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
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Tusc Holdings, Inc.

- ☒ Art of Inc. File_____
- ☐ LTD Partnership File_____
- ☐ Foreign Corp. File_____
- ☐ L.C. File_____
- ☐ Fictitious Name File_____
- ☐ Trade/Service Mark_____
- ☐ Merger File_____
- ☐ Art. of Amend. File_____
- ☐ RA Resignation_____
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- ☐ Officer Search_____
- ☐ Fictitious Search_____
- ☐ Fictitious Owner Search_____
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ARTICLES OF INCORPORATION
OF
TUSC HOLDINGS, INC.

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TUSC HOLDINGS, INC.
FLORIDA

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Address

The name of the corporation shall be: TUSC HOLDINGS, INC., whose mailing address and street address of the principal office is 9030 Calle Alta, New Port Richey, Florida 34655.

ARTICLE II

Duration

The Company's existence shall commence upon the acceptance of the Articles of Incorporation by the Secretary of State of Florida and shall continue in existence until the expiration of fifty (50) years from such commencement date, unless sooner terminated, liquidated, or dissolved by law or by the unanimous consent of the officers.

ARTICLE III

Purpose

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV

Capital Stock

This corporation is authorized to issue 100,000 shares at one cent (\$0.01) par value common stock, which shall be designated "common shares." The consideration to be paid for each share shall be fixed by the Board of Directors. Common stock of the corporation may be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1986.

All voting powers of this corporation shall be vested in the common stock above designated.

ARTICLE V

Preemptive Rights

Any shareholder, upon the sale, by the corporation for cash or any new stock of this corporation shall have the right to purchase his/her pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 9735 U.S. Highway 19, Suite 2, Port Richey, Florida 34668, and the name of the initial registered agent of this corporation is Tara M. O'Connor, Esquire with the O'Connor Law Group, P.A.

ARTICLE VII

Initial Board of Directors and Officers

This corporation shall have three (3) director(s) and 2 officer(s) initially. The number of directors and/or officers may be either increased or diminished from time to time by the By-Laws, but shall never be less than one. The names and address of the initial director and officer of this corporation is:

Name	Address	Title
Gary R. Nickoloff	9030 Calle Alta New Port Richey, FL 34655	President/Secretary Director
Carol W. Nickoloff	9030 Calle Alta New Port Richey, FL 34655	Treasurer/Director
Todd D. Nickoloff	9030 Calle Alta New Port Richey, FL 34655	Director

ARTICLE VIII

Incorporators

The name and address of the persons signing these Articles is:

Name	Address
Gary R. Nickoloff	9030 Calle Alta New Port Richey, FL 34655

ARTICLE IX

By-Laws

The power to adopt, alter, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

ARTICLE X

Shareholder Quorum and Voting

Fifty-one percent, (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, that affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI

Powers

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, and, in addition to and not in limitation thereof, this corporation shall have the power to guarantee the performance of obligations or other persons, partnerships, corporations, or other entities.

ARTICLE XII

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIII

Amendment

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

ARTICLE XIV

Sub-Chapter S Corporation

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholder's shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended.

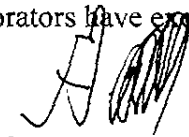
ARTICLE XV

Cumulative Voting

At each election for directors, every shareholder entitled to vote at such elections shall have the right to cumulate his/her votes by giving one candidate as many votes as the number of directors

to be elected at that time multiplied by his/her shares, or by distributing such votes on the same principle among any number of such candidates.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 9 day of May, 2005.



Gary R. Nickoloff, Incorporator

STATE OF FLORIDA
COUNTY OF PASCO

BEFORE ME, a Notary Public authorized to take acknowledgements in this State and County set forth above, personally appeared Gary R. Nickoloff, to me personally known and who did take an oath, and known by me to be the person who executed the foregoing Articles of Incorporation, and they did acknowledge before me that they executed those Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 9 day of May, 2005.



Notary Public, State of Florida

Printed Name: Tara Marie O'Connor

Acceptance of designation as Registered Agent

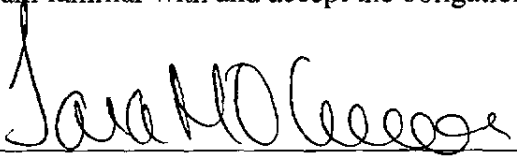
Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned submits the following statement to designate a Registered Office and Registered Agent in the State of Florida.

The name of the Corporation is TUSC HOLDINGS, INC.

The name and Florida street address of the Registered Agent are:

Tara M. O'Connor, Esquire
Tara M. O'Connor, P.A.
9735 U.S. Highway 19, Suite 2
Port Richey, Florida 34668

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 hereby accept and agree to act in said capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

 (SEAL)
Tara M. O'Connor, Esquire

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