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MAY 23 AM 9:11
CLERK OF STATE
TALLAHASSEE, FLORIDA

CB5-24

TRANSMITTAL LETTER

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

SUBJECT: EMR-ITC 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: Ernest Sharmen Esq.
Name (Printed or typed)

120 S. Olive Ave. Suite 202
Address

NPB, FL 33409
City, State & Zip

561-655-3925
Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

May 10, 2005

EIMAN SHARMIN
120 S OLIVE AVE STE 202
W PALM BCH, FL 33409

SUBJECT: EMR-ITC INC.
Ref. Number: W05000023698

We have received your document for EMR-ITC INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Are you trying to file articles of incorporation or articles of organization. If you are filing a corporation the articles must state, articles of incorporation.

We are enclosing the proper form(s) with instructions for your convenience.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6925.

Cynthia Blalock
Document Specialist
New Filings Section

Letter Number: 005A00033523

ORIGINAL

Article of Incorporation for EMR-ITC Inc.

The undersigned, acting as organizers of a Corporation under the State of Florida Corporations Act, adopts the following articles of organization for such Corporation

Article I. Name

The name of the Corporation is EMR-ITC Inc.

Article II. Duration

The period of the company's duration is perpetual.

Article III. Purposes

- 3.01. The Corporation has the powers provided for a corporation under the State of Florida corporation law. The purposes for which the Corporation is organized are: Providing Information Management Consulting.
- 3.02. The purpose for which this Corporation is organized is to transact any and all lawful business for which limited Corporation may be organized under the laws of Florida including, but not limited to, the following:
 - (a) To carry on any business or any other legal or lawful activity allowed by law;
 - (b) To acquire, own, use, convey, and otherwise dispose of and deal in real or personal property or any interest in such property;
 - (c) To manufacture, buy, sell, and generally deal in goods, wares and merchandise of every class and description;
 - (d) To buy, rent, sell, manufacture, produce, assemble, distribute, repair, and service any and all products or services in which the company desires to engage.
 - (e) To do such other acts as are incidental to the foregoing or desirable in order to accomplish the purpose for which the company was formed;
 - (f) To have and exercise all rights and powers that are now or may hereafter be granted to a Corporation by law.
- 3.03. The foregoing shall be construed as objects, purposes and powers, and enumeration thereof shall not be held to limit or restrict in any manner the powers hereafter conferred on this Corporation by the laws of the State of Florida.
- 3.04. The company may, in its Operating Agreement, confer powers, not in conflict with law, on its manager(s) and members in addition to the foregoing and in addition to the powers and authorities expressly conferred on them by statute.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 MAY 23 PM 9:11

APPROVED
AND
FILED

Article IV. Principal Place of Business

The address of the company's principal place of business in FLORIDA is:
20106 Glenmoor, West Palm Beach, FL 33409.

Article V. Name and Address of Initial Registered Agent

- 5.01. The company's initial Registered Agent is: Jason Duran
- 5.02. The address of the company's initial Registered Office is,: 134 Lexington Dr. Royal Palm Beach, FL 33411.
- 5.03. The street address of the principal place of business of the S-Corporation is: 20106 Glenmoor, West Palm Beach, FL 33409.

Article VI. Capital and Additional Members

- 6.01. Share Holders shall not be required to make additional contributions to the capital of the company upon formation.
- 6.02. Additional members to the board of directors shall be admitted upon the written consent of every member of the board of directors and majority recorded vote of the share holders.

Article VII. Voting

- 7.01. Each percentage of shareholder interest has one vote on each matter on which the membership interest is entitled to vote.
- 7.02. Cumulative voting is not allowed.
- 7.03. There are no preemptive rights on behalf of any shareholder.
- 7.04. The Board of directors shall have the right vested in them to remove from power and authority any member of the board of directors or manager or officer by majority vote at anytime.

Article VIII. Management

- 8.01. The company shall be managed by officers as appointed by the Board of Directors.
- 8.02. The number of initial Managers is 4.
- 8.03. The names and addresses of the persons who are to serve as managers until the first annual meeting of the company's members or until successors are elected and qualified are:

Names

Addresses

CEO: Brian Fansler
CFO: David Browne

COO: Jason Duran

CTO: Fred Phillips

6128 Eaton St. WPB, FL 33411
20106 Glenmoor Drive
West Palm Beach, FL 33409
134 Lexington Dr. Royal Palm
Beach, FL 33411
181 Charter Way WPB, FL
33407

Article IX. Organizer s

The names and addresses of the organizers is:

| Names | Addresses |
|---------------|--|
| Brian Fansler | 6128 Eaton St. WPB, FL 33411 |
| David Browne | 20106 Glenmoor Drive West Palm Beach, FL 33409 |
| Jason Duran | 134 Lexington Dr. Royal Palm Beach, FL 33411 |
| Fred Phillips | 181 Charter Way WPB, FL 33407 |

Article X. Operating Agreement

- 10.01. The Board of Directors May adopt the Operating Agreement.
- 10.02. The powers to alter, amend, or repeal the Operating Agreement or adopt a new Operating Agreement is vested in the Board of Directors, subject to repeal or change by action of the Board of Directors.

Article XI. Shares

- 11.01 The Corporation is allowed to hold 5000 authorized but un-issued shares.
- 11.02 The Board of Directors will issue 250 shares per shareholder in the following manner:

| Shareholder | INDICATE ADDRESS | SHARES |
|---------------|---|--------|
| Brian Fansler | 6128 Eaton St. WPB, FL 33411 | 250 |
| David Browne | 20106 Glenmoor Drive West Palm Beach, FL 33409 | 250 |
| Jason Duran | 134 Lexington Dr. Royal Palm Beach, FL 33411 | 250 |
| Fred Phillips | 181 Charter Way WPB, FL 33407 | 250 |

Article XII. Indemnification

- 12.01. The company shall indemnify every director, and the director's heirs, executors and administrators, against expenses actually and reasonably incurred by the director, as well as against any amount paid upon a judgment in connection with any action, suit, or other proceeding, civil or criminal, to which the manager may be made a party by reason of having

been a manager of this limited liability company.

- 12.02. This indemnification is being given because the Directors will be requested by the company to act for and on behalf of the company and for the company's benefit.
- 12.03. This indemnification is not exclusive of other rights to which the Director may be entitled.
- 12.04. The managers are entitled to the fullest indemnification allowed by the current law or as the law may be amended after the adoption of these articles.
- 12.05. A Director shall be liable to the company for the following actions:
 - (a) Any breach of his or her duty of loyalty to the company, or to its shareholder;
 - (b) An act or omission that was taken in bad faith and which constitutes a breach of the Director's duty to the company by an act that is grossly negligent, malicious, or intentional, as those terms are defined at law;
 - (c) A transaction in which the Director benefits to the detriment of the company or its members.
 - (d) An action for which the Director is liable at law and for which an indemnification is not allowed.

Article XIII. Company Actions

- 13.01. Any action required by the State of Florida Corporations Act, and any amendments to that act, shall be taken at any annual or special meeting of Members of the Corporation.
- 13.02. Any action which may be taken at any annual or special meeting of Members of the Corporation, may be taken without a meeting, without prior notice, and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be signed by the holder or holders of membership interest having not less than the minimum number of votes that would be necessary to take such action at a meeting at which the holders of all membership interest entitled to vote on the action were present and voted.
- 13.03. Any such written consent must be dated, signed and delivered in the manner required by, and shall be effective for the period specified by the State of Florida Corporations Act, and any amendments thereto, and the taking of any such action by written consent shall be subject to satisfaction of all applicable requirements of such Act.
- 13.04. Prompt notice of the taking of any action by Director without a meeting by less than unanimous written consent shall be given to those Directors who

did not consent in writing to the action.

Article XIV. Restrictions on Transferability

- 14.01. The Shareholders interest of the corporation will be subject to restrictions on its transferability as set out in the Operating Agreement of the S corporation, which will be kept with the records of the Corporation.
- 14.02. The S Corporation shall provide a copy of the Operating Agreement without charge to any record holder of a membership interest upon written request addressed to the Corporation at its principal business office or its registered agent's address.

Article XV. Continuity of Business

- 15.01. All of the remaining members of the company may agree to continue the business upon the death, retirement, resignation, expulsion, bankruptcy or other withdraw of a member.

IN WITNESS WHEREOF, we have hereunto set our hand on

The names and addresses of the organizers is:

| Names | Addresses | Signature |
|---------------|---|----------------------|
| Brian Fansler | 6128 Eaton St. WPB, FL 33411 | <u>B.P. Fansler</u> |
| David Browne | 20106 Glenmoor Drive West Palm Beach, FL 33409 | <u>David Browne</u> |
| Jason Duran | 134 Lexington Dr. Royal Palm Beach, FL 33411 | <u>Jason Duran</u> |
| Fred Phillips | 181 Charter Way WPB, FL 33407 | <u>Fred Phillips</u> |

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES OF REGISTERED AGENT.

STATE OF FLORIDA

COUNTY OF PALM BEACH

Sworn to or affirmed and signed before me on 4/19/05 by
Brian Fansler

David Browne
Jason Duran
Fred Phillips

Catherine F. Adriance
NOTARY PUBLIC or DEPUTY
CLERK



Catherine F. Adriance
Commission # DD128440
Expires June 24, 2006
Bonded Thru
Atlantic Bonding Co., Inc.

Catherine F. Adriance
[Print, type or stamp commissioned
name of notary or deputy clerk.]

X

Personally known

Produced identification

Type of identification produced _____