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TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: LAZZARI CONSTRUCTION GROUP, 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: Christopher LAZZARI  
Name (Printed or typed)

4847 NW 72ND PL  
Address

Coconut Creek, FL 33073  
City, State & Zip

(954) 816-5485  
Daytime Telephone number

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

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ARTICLES OF INCORPORATION  
OF

Lazzari Construction Group, Inc.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is as follows:

Lazzari Construction Group, Inc.

4847 NW 72<sup>nd</sup> Place

Coconut Creek, Florida 33073

ARTICLE II - GENERAL PURPOSE

The general purpose for which the corporation is organized is for the transaction of any and all lawful business for which a corporation may be incorporated under the Florida General Corporation Act.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand shares of common stock, each having par value of \$1.00.

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - PRE-EMPTIVE RIGHTS

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

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 4847 NW 72<sup>nd</sup> Place, Coconut Creek, Florida 33073 and the name of the initial agent of this corporation at that address is Christopher Lazzari.

#### ARTICLE VI – DIRECTORS

The corporation shall have one director initially; the number of directors may be increased from time to time by the By-Laws, but shall never be less than one or more than nine.

#### ARTICLE VII – INITIAL DIRECTOR

The name and address of the initial director who shall hold office until successor is elected and has qualified:

<u>NAME</u>	<u>ADDRESS</u>
Christopher Lazzari	4847 NW 72 <sup>nd</sup> Place Coconut Creek, Florida 33073

#### ARTICLE VIII – INCORPORATORS

The name and address of the incorporators of these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Christopher Lazzari	4847 NW 72 <sup>nd</sup> Place Coconut Creek, Florida 33073

#### ARTICLE IX – TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED

In the event that the corporation enters into contracts or transacts business which one or more of its directors, or with any firm which one or more of its directors are members or employees, or with any other corporation or association of which one or more of its directors are shareholders, directors, officers or employees, such contracts shall not be invalidated or in anyway affects by the facts that such Director or directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation;

Provided, however, that in any such case the fact of such interests shall be disclosed to the Directors or shareholders acting upon or reference to such contracts or transactions. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or any other person for any loss incurred by it under or by any reason of any such contract or transactions, nor shall any such Director or Directors be accountable for any gains or profits realized thereon.

Provided, also, that such contracts or transactions shall at the time at which it was entered into, have been a reasonable one to have been entered into and shall have upon terms that, at the time, were fair.

#### ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Each Director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to be which he may be made a party by reason of his being or having been a Director or officer of the corporation ( said expenses to include attorneys fees and the cost of reasonable settlements made with a view of curtailment of cost of litigation) , except in relation to matters as to which he finally shall be adjudged in any such action, suit or proceedings to have been derelict in the performance of his duty, as such officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall insure the benefit of the heirs, executors and the administrators of any such Director or officer.

#### ARTICLE XI – EFFECTIVE DATE

These Articles of Incorporation shall be effective upon subscription and acknowledgement of these Articles, except that in event the Articles are not filed with the Department of State of Florida within five (5) days, exclusive of legal holiday, after subscription and acknowledgement hereof, corporate existence shall begin when these Articles are filed with the Department of State.

#### ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's meeting by a majority of the stock entitled to a vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

ARTICLE XIII – CONSENT IN WRITING IN LIEU OF MEETING

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the secretary of the corporation. This consent shall have the same effect as a unanimous vote at a stockholder's meeting. If all of the Directors, severally or collectively, likewise, consent in writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, I, the Incorporator have executed these Articles of Incorporation, the Eight day of July, 2005.

  
\_\_\_\_\_(SEAL)  
CHRISTOPHER LAZZARI

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING (OR CHANGING) PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED.

CHRISTOPHER LAZZARI

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

First That Lazzari Construction, Inc. desiring to organize under the laws of the  
state of Florida with its principal office, as indicated in the Articles of Incorporation  
at City of Coconut Creek, County of Broward, State of Florida has named  
Christopher Lazzari located at 4847 NW 72<sup>nd</sup> Place Coconut Creek, State of Florida,  
as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above stated Corporation,  
at place designated in this certificate, I Hereby Accept to act in this capacity and  
agree to comply with the provision of said ACT relative to keeping open said office.

BY: 

CHRISTOPHER LAZZARI

STATE FLORIDA)  
COUNTY OF BROWARD)

I hereby certify that on this day before me, a Notary Public, duly authorized in the State and County name above to take acknowledgement, and personally appeared Christopher Lazzari to me known to be the person described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation for the purpose therein designated.

WITNESS my hand and seal this 8<sup>th</sup> day of JULY 2005

Jennifer Schreiner (NOTARY PUBLIC)

