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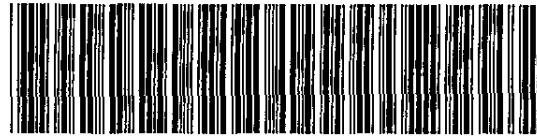
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## TRANSMITTAL LETTER

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

**SUBJECT:** Premier Indemnity Associates, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Miriam O. Victorian, Blank, Meenan & Smith, P.A.

Name (Printed or typed)

204 South Monroe Street

Address

Tallahassee, Florida 32302

City, State & Zip

(850) 681 - 6710

Daytime Telephone number

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
PREMIER INDEMNITY ASSOCIATES, INC.**

The undersigned incorporator, in order to form a corporation for the purposes hereinafter stated under and pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify as follows:

**Article I  
Name**

The name of the corporation is **PREMIER INDEMNITY ASSOCIATES, INC.** (hereinafter the "Corporation").

**Article II  
Principal Office**

The principal place of business and mailing address of the corporation is 2655 Ulmerton Road, #342, Clearwater, Florida 33762. The Corporation may establish and maintain the principal place of business at such other place within the State of Florida as may be determined by the Board of Directors from time to time.

**Article III  
Duration**

The period of duration of this Corporation shall be perpetual.

**Article IV  
Purpose**

The Corporation is organized to engage in any lawful activity for which a corporation may be organized under Chapter 607, Florida Statutes.

**Article V  
Resident Agent**

The name and address of the Corporation's Florida registered agent is:

John R. Dunphy  
Blank, Meenan & Smith, P.A.  
204 South Monroe Street  
Tallahassee, FL 32302

**Article VI**  
**Shares**

The Corporation shall have the authority to issue one hundred million (100,000,000.00) shares of common stock with a par value of \$1.00 per share. No shares of stock may be issued for less than par value. Each outstanding share of stock is entitled to one (1) vote, and all outstanding shares have equal voting rights in all respects. The holders of the outstanding shares of stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, property, or shares of the capital of the Corporation.

**Article VII**  
**By-laws**

The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors and Shareholders.

**Article VIII**  
**Directors**

The governing body of the Corporation is styled as the Board of Directors. The number of directors of the Corporation, the qualifications of directors, the time and place of director elections, and the term of office of each director shall be such as from time to time shall be fixed by, or in the manner provided in, the by-laws of the Corporation as prescribed by law.

The initial Board of Directors are:

- |     |  |                              |
|-----|--|------------------------------|
| 1.) | Steve Rohde<br>1966 Edgcombe Road<br>St. Paul, MN 55116        | President and Treasurer      |
| 2.) | Stephen Dick<br>305 Park Springs Road<br>Columbia, S. C. 29223 | Vice President and Secretary |

**Article IX**  
**Indemnification**

The Corporation shall indemnify its directors, officers, and agents against liabilities arising out of their respective services and duties to the Corporation. Indemnification will be made for costs and expenses, including attorney fees, judgments and settlement payments.

**Article X**  
**Initial Officers**

The names, addresses and titles of the initial officers of the corporation are:

<b>Steve Rohde</b>	<b>President and Treasurer</b>
<b>1966 Edgecombe Road</b>	
<b>St. Paul, MN 55116</b>	

<b>Stephen Dick</b>	<b>Vice President and Secretary</b>
<b>305 Park Springs Road</b>	
<b>Columbia, S. C. 29223</b>	

**Article XI**  
**Amendments**

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption at a formal meeting if all of the directors sign a written statement approved by all of the shareholders manifesting the intention that an amendment to these Articles of Incorporation be adopted.

**Article XII**  
**Incorporator**

The name and address of the sole incorporator is as follows:


**Gregg Barrett**  
**106 Terrace HL**  
**Bigfork, MT 59911**

**Article XIII**  
**Transactions in Which Directors or Officers Are Interested**

A. No contract or other transaction between the corporation and one or more of its directors or officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors is or are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purposes, if:

1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes or approves the contract or transaction; or
2. The fact of such relationship or interest is disclosed or known to the shareholders of the corporation entitled to vote thereon, and they authorize or approve such contract or transaction; or
3. The contract or transaction is fair and reasonable as to the corporation.

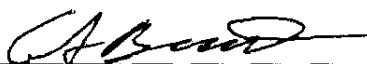
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation on August 10, 2005.

  
\_\_\_\_\_  
Gregg Barrett  
Incorporator

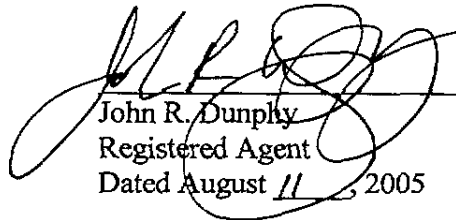
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

**PREMIER INDEMNITY ASSOCIATES, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated Blank, Meenan & Smith, P.A.; P.O. Box 11068, 204 South Monroe Street, Tallahassee, Florida 32302-3068, as its initial registered office and has named John R. Dunphy, located at said address, as its initial Registered Agent effective August 10, 2005.

  
\_\_\_\_\_  
Gregg Barrett  
Incorporator  
Dated as of August \_\_, 2005

Having been named Registered Agent to accept service of process for **PREMIER INDEMNITY ASSOCIATES, INC.**, at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity effective August 11, 2005. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

  
John R. Dunphy  
Registered Agent  
Dated August 11, 2005

**FILED**  
05 AUG 11 PM 2:35  
CLERK OF STATE  
TALLAHASSEE, FLORIDA