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DIVISION OF CORPORATION



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 860824 5020727

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 78.75

ORDER DATE : February 9, 2006

ORDER TIME : 11:50 AM

ORDER NO. : 860824-005

CUSTOMER NO: 5020727

DOMESTIC FILING

NAME: ZIMEK TECHNOLOGIES MANAGEMENT  
COMPANY

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
\_\_\_\_ CERTIFICATE OF LIMITED PARTNERSHIP  
\_\_\_\_ ARTICLES OF ORGANIZATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
\_\_\_\_ PLAIN STAMPED COPY  
\_\_\_\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susie Knight - EXT. 2956

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
ZIMEK TECHNOLOGIES MANAGEMENT COMPANY**

**FILED**  
06 FEB -9 PM 1:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION;  
PRINCIPAL OFFICE ADDRESS; MAILING ADDRESS**

The name of this corporation shall be "**ZIMEK TECHNOLOGIES MANAGEMENT COMPANY**". The principal office address and mailing address of the corporation shall be **5043 Winwood Way, Orlando, Florida 32819.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually and **shall be effective as of February 8, 2006.**

**ARTICLE III - PURPOSE**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act; and,
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV - CAPITAL STOCK**

1. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value, which may be fractional shares.

2. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the board of directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

3. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be: **5043 Winwood Way, Orlando, Florida 32819.** The initial registered agent is: **Kurt E. Grosman.**

## **ARTICLE VI - INITIAL DIRECTORS**

This corporation shall consist of five (5) directors initially. The number of directors may be either increased or decreased from time to time pursuant to the bylaws of the corporation but shall never be less than five (5). The names and street addresses of the initial directors of the corporation, who shall hold office for the first year in existence of this corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Street Address</u>
<b>Roy Beckett</b>	<b>7624 San Remo Place Orlando, Florida 32835;</b>
<b>Thomas E. White</b>	<b>17429 Cobblestone Lane Clermont, Florida 34711;</b>
<b>David W. Sparks</b>	<b>12713 Thonotosassa Road Thonotosassa, Florida 33592;</b>
<b>Kurt E. Grosman</b>	<b>5043 Winwood Way Orlando, Florida 32819; and</b>
<b>Michael White</b>	<b>17429 Cobblestone Lane Clermont, Florida 34711.</b>

## **ARTICLE VII - INCORPORATOR**

The following is the name and street address of the incorporator to these Articles of Incorporation:

<u>Name</u>	<u>Street Address</u>
<b>Kurt E. Grosman</b>	<b>5043 Winwood Way Orlando, Florida 32819.</b>

### **ARTICLE VIII - BYLAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal bylaws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such bylaws.

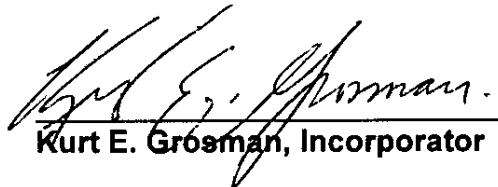
### **ARTICLE IX - PREEMPTIVE RIGHTS**

Each shareholder of the corporation shall have the right, upon the sale (for cash or otherwise) of any new stock of the corporation or of any stock of the corporation held by it in its treasury or otherwise, whether or not said stock is of the same kind, class or series as that which such shareholder already holds, to purchase such shareholder's pro rata or any other share of such stock at the same price at which it is offered to others.

### **ARTICLE X - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 8<sup>th</sup> day of February, 2006.

 (SEAL)  
Kurt E. Grosman, Incorporator

**STATE OF FLORIDA  
COUNTY OF ORANGE**

I HEREBY CERTIFY that on this day, before me, an Officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgements, personally appeared **KURT E. GROSMAN**, to me known to be the person described in and who executed the foregoing instrument, and he acknowledged before me that he executed the same.

WITNESS my hand and official seal this 8<sup>th</sup> day of February, 2006.



Millyana Montesinos  
Commission #DD263849  
Expires: Nov 02, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.

*Millyana Montesinos*

NOTARY PUBLIC, State of Florida  
at Large

*Millyana Montesinos*

(Name of Notary Public: Print, Stamp or type  
as Commissioned)

( ) Personally known to me, or

( X ) Produced Identification

Florida License G625-505-59-085-0

Type of I.D. Produced

( ) DID take an oath, or ( X ) DID NOT take an oath.

**CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHOM  
PROCESS MAY BE SERVED**

\*\*\*\*\*

PURSUANT to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

THAT, **ZIMEK TECHNOLOGIES MANAGEMENT COMPANY**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Orlando, County of Orange, State of Florida, **has named its Registered Agent, Kurt E. Grosman, of 5043 Winwood Way, Orlando, Florida, to accept service of process within this State.**

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

  
Kurt E. Grosman

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA