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FLORIDA PROFIT/NON PROFIT CORPORATION

WALLRAPP ARCHITECTURE & INTERIOR DESIGN PA

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SEUTETARY OF STATE TALLAHASSEE, FLORIDA

# ARTICLES OF INCORPORATION

OF

# WALLRAPP ARCHITECTURE & INTERIOR DESIGN, P.A. (Professional Corporation)

This corporation shall be organized pursuant to Chapter 607 and Chapter 621 of the Florida Statutes, for the purpose of providing architectural services.

# ARTICLE I

# NAME AND ADDRESS

The name of this corporation is WALLRAPP ARCHITECTURE & INTERIOR DESIGN, P.A. and the principal office address is 2802 W. Fountain Boulevard, Tampa, Florida 33609.

#### ARTICLE II

# DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation.

# ARTICLE III

# PURPOSE

This corporation is organized for the purpose of providing professional architecture and related services.

#### ARTICLE IV

# CAPITAL STOCK

This corporation is authorized to issue One Thousand (1,000) shares of One Dollar (\$1.00) par value common stock.

#### ARTICLE V

#### REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered office of this corporation is 1964 Bayshore Boulevard, Dunedin, Florida 34698. The name of the initial Registered Agent of this corporation at that address is JOSEPH R. CIANFRONE.

#### ARTICLE VI

# INITIAL BOARD OF DIRECTORS

This corporation will have one (1) director initially. The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is:

NAME

<u>ADDRESS</u>

Ana Rabelo Wallrapp

2802 W. Fountain Boulevard Tampa, Florida 33609

# ARTICLE VII INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

'но6000192958

NAME

**ADDRESS** 

Joseph R. Cianfrone

1964 Bayshore Boulevard Dunedin, FL 34698

# ARTICLE VIII

#### CUMULATIVE VOTING

In any election of directors by the shareholders, each shareholder of record entitled to vote shall have the right to accumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by such stockholder, or to distribute them on the same principle among as many candidates as he sees fit; provided, however, that notice shall be given by any shareholder to the President or Vice President of the corporation not less than twenty-four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of the corporation.

# ARTICLE IX

# PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized),

including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE X

# INDEMNIFICATION

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

#### ARTICLE XI

#### LONG-TERM EMPLOYMENT CONTRACT

The Board of Directors may authorize this corporation to enter into employment contracts with any executive officer for periods longer than one year, and any Article or Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under such contracts.

ARTICLE XII

#### BYLAWS

The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or adopt new Bylaws is vested in the Board of Directors, subject to repeal or changes by action of the shareholders.

# ARTICLE XIII

#### **AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 3/ day of July, 2006.

JOSEPH R. CIANE

INCORPORATOR

STATE OF FLORIDA COUNTY OF PINELLAS

, . HQ6000192958

Cianfrone, who is personally known to me or who has produced as identification and who did take an oath.

OTARY PUBLIC

State of Florida at Large My Commission Expires:



#### ACCEPTANCE OF REGISTERED AGENT

I HEREBY CERTIFY that I am familiar with and accept the duties and responsibilities as registered again for said corporation.

Joseph K. Clarfrone

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