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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

Please generate the "Corporate Registration" number as soon as possible so that we may open a bank account.

Sincerely,

Nancy Harris

Accutron Controls International Inc. 2408 NE 26<sup>th</sup> Ave.  
Fort Lauderdale, FL 33305

[www.accutroncontrols.com](http://www.accutroncontrols.com)  
Email: [bob@accutroncontrols.com](mailto:bob@accutroncontrols.com)

Ph# 954-495-855  
Fax# 954-636-2115

## COVER LETTER

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

**SUBJECT: ACCUTRON CONTROLS INTERNATIONAL, 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: NANCY M. HARRIS**

Name (Printed or typed)

**2408 NE 26TH AVE.**

Address

**FT. LAUDERDALE, FLORIDA, 33305**

City, State & Zip

**954 495 8554**

Daytime Telephone number

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

**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

ACCUTRON CONTROLS INTERNATIONAL, INC.

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

c/o NANCY M. HARRIS  
2408 NE 26TH AVE., FT. LAUDERDALE, FL, 33305

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

MANUFACTURE, SALE AND DISTRIBUTION OF ELECTRONIC INDUSTRIAL CONTROLLERS

**ARTICLE IV SHARES**

The number of shares of stock is:

NUMBER OF COMMON SHARES: 100,000 NO PAR VALUE (see attached share class document)

NUMBER OF CLASS A PREFERRED SHARES: 250,000 (see attached share class document)

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

VICTORIA L. MORAN, 16111 TANA TEA CIRCLE, TEGA CAY, SC, 29708 - DIRECTOR

JASON B. BARRETT, 333 EMMA WOOD LN, ROCK HILL, SC, 29730 - DIRECTOR, VICE PRESIDENT

DAVID B. MCQUIGGIN, 5 CRUSOE PL, INGERSOLL, ONTARIO, CANADA, N5C 4G2, DIRECTOR, PRESIDENT

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

NANCY M. HARRIS, 2408 NE 26TH AVE. FT. LAUDERDALE, FL, 33305

**ARTICLE VII INCORPORATOR**

The name and address of the Incorporator is:

DAVID B. MCQUIGGIN, 5 CRUSOE PL, INGERSOLL, ONTARIO, CANADA, N5C 4G2

\*\*\*\*\*

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

  
\_\_\_\_\_  
Signature/Registered Agent

10-10-06  
\_\_\_\_\_  
Date

  
\_\_\_\_\_  
Signature/Incorporator

Sep 29/06  
\_\_\_\_\_  
Date

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Accutron Controls International Inc.**

Share class rights and privileges, forming part of and included in the Articles of Incorporation

**Common Shares**

- (1.1) The holders of common shares shall be entitled to receive dividends as the board of directors may declare and the board may declare no dividends.
- (1.2) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purposes of winding-up its affairs, the holders of common shares shall, subject to the rights of holders of A shares, be entitled to participate rateably with the holders of A Shares.

**Class "A" Special Shares**

- (2.1) The holders of the Class "A" Special Shares, hereinafter referred to as the "A Shares", shall be entitled to receive and the Corporation shall pay thereon as and when declared by the board of directors out of the monies of the Corporation, properly applicable to the payment of dividends, non-cumulative, preferential cash dividends at the rate fixed by the board at the time of share issuance, such dividend rate not to be less than eight percent (8%) per annum on the redemption value as determined from time to time for such special shares, payable on the dates to be fixed from time to time by resolution of the board of directors.
- (2.2) No dividends shall at any time be declared or paid on or set apart for any other class of shares of the Corporation unless all dividends up to and including the dividends payable on the A Shares then issued and outstanding shall have been declared and paid or provided for at the date of such declaration or payment or setting apart.
- (2.3) In the event of the liquidation, dissolution or winding-up of the Corporation or other distribution of assets of the Corporation among its shareholders for the purposes of winding-up its affairs, the holders of the A Shares shall be entitled, in priority to the holders of any other class of shares, to receive the redemption value on such shares together with all unpaid dividends accruing from the period from the expiration of the last period for which dividends have been paid up to the date of distribution. After payment to the holders of the A Shares of the amounts so payable to them as above provided, they shall not be entitled to share in any further distribution of the property or assets of the Corporation.
- ☐ 2.4) not applicable

**Accutron Controls International Inc.**

Share class rights and privileges , forming part of and included in the Articles of Incorporation ... continued

- (2.5) The Corporation may at any time and from time to time purchase (if obtainable) for cancellation the whole or any portion of the A Shares outstanding from time to time by invitation for tenders addressed to all the holders of record of the A Shares outstanding, or (with the consent of all the holders of the A Shares) by private contract at the lowest price or prices at which, in the opinion of the directors, such shares are obtainable but not exceeding for each share to be purchased for cancellation the Redemption Amount plus costs of purchase and an amount equal to all dividends declared thereon and remaining unpaid. Where, in response to any invitation for tenders, two (2) or more shareholders submit tenders at the same price, such tenders shall be accepted by the Corporation as to part only of the shares offered in each such tender in proportion as nearly as may be to the total number of shares offered in each such tender (disregarding fractions).
- (2.6) References herein to the Redemption Amount in respect of the A Shares shall mean an amount equal to the aggregate fair market value (less liabilities assumed) of the consideration received by the Corporation as a result of the first issuance of Class A shares, as of the date of such issue, divided by the total number of Class A Shares so issued. The aggregate fair market value of the consideration received by the Corporation as a result of the said issuance of Class A Shares shall be determined by valuation in writing by the Board of Directors of the Corporation and such fair market value as so determined shall be final and binding provided that, if a taxation authority, including without limiting the generality thereof, Internal Revenue Service (hereinafter referred to as "Taxation Authority") should determine that the aggregate fair market value of the consideration received be more or less than the aggregate fair market value established by the said Directors, then that value which such taxation authority should maintain to be the proper aggregate fair market value of the consideration may be substituted for the purpose of determining the Redemption Amount provided that where the Board of Directors by Resolution determines that there is a valid objection to the said valuation of such taxing authority, the substitution of such valuation for the value established by the Directors of the Corporation shall not be made until all objections or appeals relating to the valuation of such taxation authority have been finally determined by reassessment, settlement, effluxion of time or otherwise, unless before such time the Board of Directors of the Corporation by resolution accepts the said valuation of such taxation authority or another valuation accepted by such taxation authority. Where the valuation of the consideration received has been so substituted, any and all requisite steps to settle any resulting increase or decrease in the Redemption Amount shall be taken by the Corporation. Any adjustment in the aggregate Redemption Amount shall result in an adjustment to the Redemption Amount of each Class A Share. In the event of a prior redemption, the Directors and Shareholders shall take all appropriate actions necessary to adjust for any excess or deficient payment.
- (2.7) Holders of A shares have no voting rights at shareholder meetings.