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TALLAHASSEE, FLORIDA

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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TALLAHASSEE, FLORIDA

*Demandt Architects, PA*

☒ Art of Inc. File \_\_\_\_\_

☐ LTD Partnership File \_\_\_\_\_

☐ Foreign Corp. File \_\_\_\_\_

☐ L.C. File \_\_\_\_\_

☐ Fictitious Name File \_\_\_\_\_

☐ Trade/Service Mark \_\_\_\_\_

☐ Merger File \_\_\_\_\_

☐ Art. of Amend. File \_\_\_\_\_

☐ RA Resignation \_\_\_\_\_

☐ Dissolution / Withdrawal \_\_\_\_\_

☒ Annual Report / Reinstatement \_\_\_\_\_

☐ Cert. Copy \_\_\_\_\_

☐ Photo Copy \_\_\_\_\_

☐ Certificate of Good Standing \_\_\_\_\_

☐ Certificate of Status \_\_\_\_\_

☐ Certificate of Fictitious Name \_\_\_\_\_

☐ Corp Record Search \_\_\_\_\_

☐ Officer Search \_\_\_\_\_

☐ Fictitious Search \_\_\_\_\_

☐ Fictitious Owner Search \_\_\_\_\_

☐ Vehicle Search \_\_\_\_\_

☐ Driving Record \_\_\_\_\_

☐ UCC 1 or 3 File \_\_\_\_\_

☐ UCC 11 Search \_\_\_\_\_

☐ UCC 11 Retrieval \_\_\_\_\_

☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: *WC*

Name

Date *10/30*

Time *11:00*

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
OF

DEMANDT ARCHITECTS, PA.

\* \* \* \* \*

The undersigned natural person who is licensed or otherwise legally authorized to practice the profession of architecture in the State of Florida hereby adopts the following Articles of Incorporation with the intention of forming a professional corporation in accordance with the Florida Professional Service Corporation Act and makes, subscribes and acknowledges and files with the Secretary of State of the State of Florida this Certificate of Incorporation, and to that end does, by this Certificate, set forth:

ARTICLE I.

The name of the Corporation is DEMANDT ARCHITECTS, PA.

ARTICLE II.

The general nature of the business, objects and purposes proposed to be transacted and carried on are to do all and any things allowed and permitted to be done by Corporations under the Statutes of Florida, and to the same extent as natural persons might or could do, to-wit:

(a) To carry on and conduct a business involved in the professional practice of architecture; to investigate, evaluate, plan, and design the construction or erection of buildings, structures, and other projects; and to supervise and inspect such construction for the

purpose of assuring conformity with plans and specifications.

(b) To do all and everything necessary and proper for the accomplishments of the objects enumerated in this Certificate of Incorporation or any Amendment thereof of necessary or incidental to the protection and benefit of the Corporation; and, in general, to carry on any lawful business necessary or incidental to the attainment of the objects set forth herein through duly licensed or otherwise lawfully authorized architects, it being understood that the foregoing enumeration of specific powers shall not be deemed to be exclusive, but all other lawful powers conferred by the Statutes of the State of Florida are hereby included.

### ARTICLE III.

The maximum number of shares of stock with nominal or par value, and the maximum number of shares without nominal or par value that the Corporation is authorized to have outstanding at any time, the classes, together with the distinguishing characteristics of each, into which the same are divided, and the nominal or par value of shares of stock, other than shares which have no par value is 100 shares of common stock, \$10.00 par value. Shares of the corporation stock certificates shall be issued only to architects in good standing and duly licensed or otherwise legally authorized within the State of Florida to render the same professional services as this corporation.

ARTICLE IV.

The amount of capital with which this Corporation will begin business is not less than the sum of Five Hundred (\$500.00) Dollars.

ARTICLE V.

The existence of this Corporation shall be perpetual or until dissolved on a vote of the shareholders as hereafter provided.

ARTICLE VI.

The principle office of this Corporation is to be located at 12221 SW 88 Avenue, Miami, FL 33176. The registered office for the Corporation is located at 2915 SW 13 Street, Miami, FL 33145, and William J. Swink is designated as the Registered Agent of the Corporation to accept service of process within this State and to appear in Court on behalf of this Corporation, his address being 2915 SW 13 Street, Miami, FL 33145.

ARTICLE VII.

The names and post office addresses of the first Board of Directors, who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until other successors are elected and have qualified, are as follows:

FRANK DEMANDT	12221 SW 88 Avenue
	Miami, FL 33176

The number of Directors of this Corporation shall not be less than one nor more than five.

ARTICLE VIII.

The names and post office addresses of the President, Vice-President, Secretary, and Treasurer, who, subject to the provisions of the Certificate of Incorporation, the By-Laws, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence or until such successors are elected and have qualified, are as follows:

PRESIDENT/TREASURER	FRANK DEMANDT 12221 SW 88 Avenue Miami, FL 33176
VICE-PRES./SECRETARY	FRANK DEMANDT 12221 SW 88 Avenue Miami, FL 33176

ARTICLE IX.

The names and post office addresses of each subscriber of the Certificate of Incorporation and the number of shares of par value common stock of this Corporation which he agrees to take are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
FRANK DEMANDT	12221 SW 88 Avenue Miami, FL 33176	100

ARTICLE X.

If any Officer, Director, Stockholder, Agent or employee of this corporation becomes legally disqualified to render the professional services for which the corporation is organized, or accepts employment that places restrictions or limitations on his

continued rendering of such professional services, he shall not thereafter participate or share directly or indirectly in any earnings or profits realized by the corporation for professional services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholder's shares and pay him all amounts owing and lawfully due to him by the corporation, except that such shares shall not be entitled to dividends.

#### ARTICLE XI.

The corporation shall indemnify any Officer or Director or any former Officer or Director to the full extent permitted by law.

#### ARTICLE XII.

The power to adopt, alter, amend, or repeal the Articles or By-laws of this corporation shall be vested in the Board of Directors and the stockholders provided that such amendment be in compliance with the laws of Florida governing a Professional Service Corporation.

#### ARTICLE XIII.

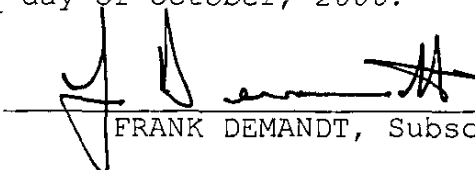
The corporation may be dissolved at any time by unanimous, written consent of the shareholders; or on the affirmative vote of the holders of at least two-thirds of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in proportion to the number of shares held by him.

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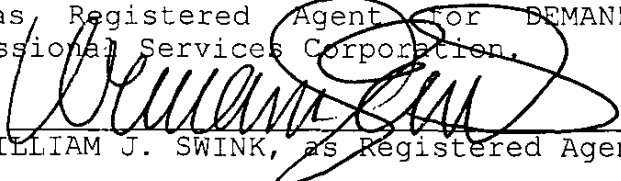
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation at Miami, Florida for the uses and purposes aforesaid on this 26 day of October, 2006.

  
FRANK DEMANDT, Subscriber

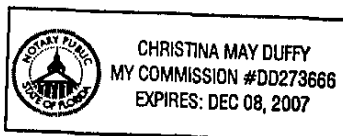
I hereby acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for DEMANDT ARCHITECTS, PA., a Florida Professional Services Corporation.

  
WILLIAM J. SWINK, as Registered Agent

STATE OF FLORIDA           )  
                                          ) ss  
COUNTY OF MIAMI-DADE    )

Be it remembered that on this 26 day of OCTOBER, 2006, personally appeared before me, the undersigned, a Notary Public of the State of Florida, FRANK DEMANDT, who ☐ is personally known to me or, ☒ produced the following identification: DRIVER LICENSE D553-270-57-366-0, and who executed the foregoing Certificate of Incorporation as a subscriber as his voluntary act and deed.

Given under my hand and Official Seal this 26 day of OCTOBER, 2006, as aforesaid.



  
Notary Public, State of Florida

STATE OF FLORIDA           )  
                                          ) ss  
COUNTY OF MIAMI-DADE    )

Be it remembered that on this 26th day of Oct, 2006, 2006, personally appeared before me, the undersigned, a Notary Public

of the State of Florida, WILLIAM J. SWINK, who ☒ is personally known to me or, ☐ produced the following identification: \_\_\_\_\_

\_\_\_\_\_, and who executed the foregoing Certificate of Incorporation as a Registered Agent as his voluntary act and deed.

       Given under my hand and Official Seal this 26th day of       , 2006, as aforesaid

Jewretha Davis  
Notary Public, State of Florida  
 Jewretha Davis  
Commission #00201663  
Expires: Apr 09, 2007  
Bonded Thru  
Atlantic Bonding Co., Inc.