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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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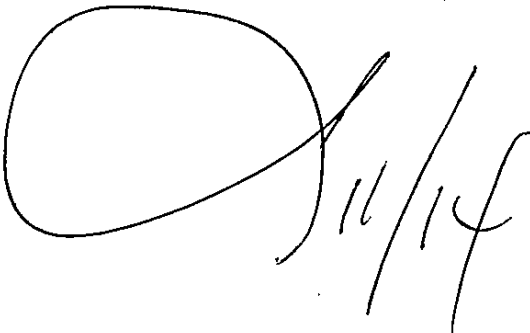
(Business Entity Name)

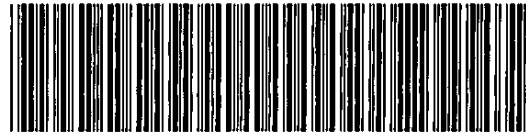
(Document Number)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## COVER LETTER

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

SUBJECT: rs Martin Consulting, 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: Ronald W. & Sarah N. Martin  
Name (Printed or typed)

6523 Timber Lane  
Address

Boca Raton, FL 33433  
City, State & Zip

561-702-8784  
Daytime Telephone number

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

## ARTICLES OF INCORPORATION

### OF

**rsMartin Consulting, Inc.**

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Business Corporation Act.

### ARTICLE I NAME OF CORPORATION

The name of this Corporation shall be: **rsMartin Consulting, Inc.**

### ARTICLE II PRINCIPAL OFFICE AND MAILING ADDRESS

The mailing address and the principal office of this Corporation is:

**6523 Timber Lane, Boca Raton, Florida 33433**

### ARTICLE III PURPOSE

To provide marketing, advertising and/or accounting related services.

### ARTICLE IV CAPITAL STOCK

1. Authorized Capital Stock. Except as otherwise provided by law, authorized shares of capital stock of the Corporation, regardless of class or series, may be issued by the Corporation, from time to time in such amounts, for such lawful consideration and for such corporate purposes as the Board of Directors may from time to time determine. All capital stock when issued and fully paid for shall be deemed fully paid and non-assessable. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue shall be 100 consisting of:

- (a) 100 shares of Class A Common Stock, having a par value of \$1.00 per share; and
- (b) - 0 - shares of Class B Common Stock, having a par value of \$1.00 per share.

2. Terms of Common Stock.

(a) General. Except as otherwise required by law or as otherwise provided in these Articles of Incorporation each share of each class of Common Stock shall have identical powers, preferences, qualifications, limitations and other rights. The Class A Common Stock and Class B Common Stock are hereinafter collectively referred to as the "Common Stock."

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TALLAHASSEE, FLORIDA

(b) *Voting Rights.* Except as otherwise required by law or as otherwise provided in these Articles of Incorporation: (i) each share of Class A Common Stock shall be entitled to one vote per share; and (ii) each share of Class B Common Stock shall be non-voting.

(c) *Dividends.* Dividends may be paid upon Common Stock in cash, property or securities as and when declared by the Board of Directors out of funds legally available therefor. As and when dividends are so declared and paid, the holders of Common Stock shall be entitled to participate in such dividends ratably on a per share basis; provided that: (i) if dividends are declared that are payable in shares of Common Stock, such dividends shall be declared and payable at the same rate to holders of each class of Common Stock, but the holders of Class A Common Stock shall receive dividends in Class A Common Stock (rather than dividends in Class B Common Stock), and the holders of Class B Common Stock shall receive dividends in Class B Common Stock (rather than dividends in Class A Common Stock), and (ii) if the dividends consist of other voting securities of the Corporation, the Corporation shall declare and pay such dividends in separate classes of securities, identical in all respects, except that the voting rights of each such security shall correspond to the class of security held.

(d) *Liquidation.* In the event of any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of each class of Common Stock are entitled to share ratably in the net assets, if any, remaining after payment in full of all debts and liabilities of the Corporation.

(e) *Stock Splits.* The Corporation may not split, divide or combine the shares of any class of Common Stock unless, at the same time, the Corporation splits, divides or combines, as the case may be, the shares of the other class of Common Stock in the same proportion and manner.

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

Ronald W. Martin, Jr, President

Sarah N. Martin, Treasurer & Secretary

## **ARTICLE VI ADDRESS OF REGISTERED OFFICE IN THIS STATE**

The street address of the initial registered office of this Corporation in the State of Florida is 6523 Timber Lane, Boca Raton, FL 33433, and the initial registered agent of this Corporation at that address shall be Sarah N. Martin.

**ARTICLE VII  
INCORPORATOR**

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

Ronald W. Martin, Jr.  
6523 Timber Lane  
Boca Raton, FL 33433

IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 9<sup>th</sup> day of  
November, 2006.

Ronald W. Martin, Jr.  
Print Name: Ronald W. Martin, Jr.  
Incorporator

THE UNDERSIGNED, named as the registered agent in Article IV of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that s/he is familiar with, and accepts the obligations imposed upon registered agents under, the Florida Business Corporation Act, including specifically Section 607.0505.

Sarah N. Martin  
Print Name: Sarah N. Martin  
Registered Agent

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