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SECRETARY OF STATE DIVISION OF CORPORATIONS



# Zacur & Graham, P.A. Attorneys and Counselors at Law

RICHARD A. ZACUR SEAN A. COSTIS 5200 CENTRAL AVE. POST OFFICE BOX 14409 ST. PETERSBURG, FLORIDA 33733 TELEPHONE 727-328-1000 FAX 727-323-7519

PETER D. GRAHAM\*
\*BOARD CERTIFIED
REAL ESTATE ATTORNEY

November 27, 2006

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

Re: Heirman Systems, Inc.

Dear Sir/Madam:

Enclosed please find the original Articles of Incorporation and one (1) copy for the above-referenced corporation.

Please file the enclosed Articles and return a certified copy to me. I have also enclosed my firm's check in the amount of \$78.75 to cover the filing and certified copy fee.

Thank you for your assistance.

Yours truly,

ZACUR & GRAHAM, P.A.

Richard A. Zacur, Esquire

RAZ/st

**Enclosures** 

ARTICLES OF INCORPORATION

FILED SECRETARY OF STAIL DIVISION OF CORPORATIONS

OF

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# HEIRMAN SYSTEMS, INC.

The undersigned subscriber, a natural person competent to contract for the purpose of forming a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation.

#### ARTICLE I

# NAME

The name of the corporation shall be HEIRMAN SYSTEMS, INC.

## ARTICLE II

# NATURE OF BUSINESS

The corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

## ARTICLE III

# CAPITOL STOCK

The total number of shares of stock which the corporation shall have to issue is 5,000 shares, which shall be divided into 5,000 shares of common stock with par value of \$1.00 per share.

# ARTICLE IV

# TERM OF EXISTENCE

The corporation shall have perpetual existence, unless dissolved in a manner provided by law.

# ARTICLE V

# INITIAL REGISTERED OFFICE AND PRINCIPAL OFFICE OF CORPORATION

The address of the initial registered office of this corporation is 11159 Freedom Way, Seminole, Florida 33772, and the name of the initial registered agent of this corporation at that address is Knute E. Heirman. The principal office address of the corporation shall be 11159 Freedom Way, Seminole, Florida 33772.

# ARTICLE VI

## DIRECTORS

The names and post offices of the original directors, subject to the provisions of the certificate of incorporation, bylaws of the corporation, and the laws of the State of Florida, shall hold office for the first year of the corporation's existence or until their successor are elected and have qualified, are as follows:

Knute E. Heirman 11159 Freedom Way Seminole, Florida 33772

Michael J. Iannotti 11185 64<sup>th</sup> Terrace N Seminole, Florida 33772

The corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than One nor more than Seven.

# ARTICLE VII

# ORIGINAL SUBSCRIBERS AND INCORPORATORS

The names and addresses of the original subscribers and incorporators are:

Knute E. Heirman 11159 Freedom Way Seminole, Florida 33772

Michael J. Iannotti 11185 64<sup>th</sup> Terrace N Seminole, Florida 33772

#### ARTICLE VIII

# REGISTERED AGENT

In pursuance of Chapter 48.091 Florida Statutes, the following is submitted in compliance with said Act:

That HEIRMAN SYSTEMS, INC., desiring to organize under the Laws of the State of Florida, with its registered office as indicated in these Articles of Incorporation, in the City of Seminole, County of Pinellas, State of Florida, has named Knute E. Heirman, 11159 Freedom Way, Seminole, Florida 33772, as its registered agent to accept service of process within this state.

# ARTICLE IX

# **MISCELLANEOUS**

- A. The corporation shall have a lien on all shares of stock for any sum or amount due by the holder thereof to the corporation. No transfer of shares of stock shall be valid or binding until all debts due by the stockholder to the corporation shall have been fully paid and until the transfer has been duly entered upon the books of the corporation.
- B. The power to make or change the bylaws of and for the corporation shall be vested solely in the holders of the common stock and it shall take action by holders of all of the stock

issued and outstanding to change them.

C. This corporation shall begin corporate existence on the date of filing of these Articles of Incorporation with the Secretary of State.

IN WITNESS WHEREOF, the undersigned subscribing incorporator, have hereunto set his hand and seal this 27 day of November, 2006, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make and file in the office of the Secretary of State in the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Signed, sealed and delivered in the presence of:

Divis. Wallaw
Witness

Witness

Knute E. Heirman

Diones. Wallow
Witness

Witness

Michael J Iannotti

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this day of Nwarty, 2006, by Knute E. Heirman, who is personally known to me or who has produced FDL as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 27th day of norther, 2006.

OIANE B. WALLACE y Public, State of Florida yrs. exp. Mar. 26, 2008 to. DD 284351

Disel. Walland
Notary Public

My Commission Expires:

Notary Name Typed/Printed

Notary Public, State of Florida My comm. exp. Mar. 26, 2008 Comm. No. DD 284351

STATE OF FLORIDA COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this and day of normally known to me or who has produced for as identification and who did take an oath and depose and say that they executed the foregoing Articles of Incorporation for the purpose therein expressed.

Witness my hand and official seal this 37th day of Month, 2006.

DIANE B. WALLACE
Notary Public, State of Florida
My comm. exp. Mar. 26, 2008
Comm. No. DD 284351

Notary Public

My Commission Expires:

Notary Name Typed/Printed

# REGISTERED AGENT ACKNOWLEDGMENT

Having been named to accept service of process for the abovestated corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree

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to comply with the provisions of said act relative to keeping open said office.

Knute E. Weirman Registered Agent