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2007 SEP -4 P 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. WHITE SEP -5 2007

COVER LETTER

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

SUBJECT: Walther Holdings Corp.

(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: Matthew Brady Walther

Name (Printed or typed)

518 E. Grant Street

Address

Orlando, FL 32806

City, State & Zip

321 388-3337

Daytime Telephone number

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 17, 2007

MATTHEW BRADY WALTHER
518 E GRANT STREET
ORLANDO, FL 32806

SUBJECT: WALTHER HOLDINGS CORP.
Ref. Number: W07000040364

RECEIVED
07 SEP -4 AM 8:15
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for WALTHER HOLDINGS CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

Letter Number: 307A00050160

CORRECTED ORIGINAL

ARTICLES OF INCORPORATION

FILED

OF

2007 SEP -4 P 12:35

~~WALTHER HOLDINGS CORP.~~

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WALTHER INVESTMENTS CORP.

The undersigned being of legal age and competent to contract, or the purpose of organizing a profit corporation under the Florida for Profit Corporation Act, hereby adopts the following Articles of Incorporation.

Article I

Name and Principal Address

WALTHER INVESTMENTS CORP. *Bar*

The name of this Corporation shall be ~~Walther Holdings Corp.~~ with its principal office located at 518 E. Grant Street, Orlando, FL 32806 and its mailing address being the same as its office address.

Article II

Commencement of Corporate Existence

The Corporation shall commence corporate existence on the date these Articles are filed with the Florida Secretary of State and shall have perpetual existence unless sooner dissolved according to law.

Article III

Purposes and General Powers

The general purpose of the Corporation shall be the transaction of any and all lawful business. The Corporation shall be organized to manage properties throughout the United States of America and to integrate "Green" systems research and development and to conduct consulting activities associated with these objectives.

- a. To have succession by its corporate name for the duration of its existence
- b. To purchase, take, receive, lease take by gift, devise or bequest or other wise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- c. To elect or appoint officers and agents and define their duties and allow them reasonable compensation.

- d. To make and alter bylaws, not inconsistent with it's Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of its affairs.
- e. To have and exercise all powers necessary or convenient to effect its general purpose.

Article IV

Membership

The corporation shall not have members and shall not issue membership certificates. The Corporation shall issue 1,000 shares of stock.

Article V

Registered Office and Agent

The registered office of this Corporation shall be located at 518 E. Grant Street Orlando, FL 32806, and the registered agent of the Corporation at such address shall be Matthew Brady Walther.

Article VI

Board of Directors

The Board of Directors shall be initially limited to Matthew Brady Walther, however, the Board of Directors may increase from time to time as provided by amendment to the Articles of Incorporation. Subsequent Directors may be removed with or without cause.

Article VII

Incorporator

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

Matthew Brady Walther
518 E. Grant Street
Orlando, FL 32806

Article VII

Bylaws

Reserved for later use

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Article VIII

Indemnification

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys' fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

Article IX

Amendment

The corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation, or any amendment hereto.

Article X

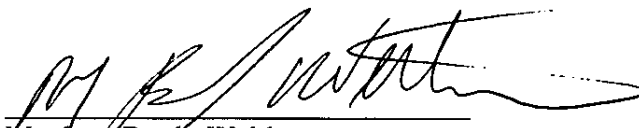
Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations as seen fit by the President of the Corporation.

Article XI

The headings or captions of these various Articles are inserted for convenience and none of them shall have any force or effect and the interpretation of the various Articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned, being the incorporator hereinbefore names, for the purpose of forming a profit corporation to do business both within and without the State of Florida hereby makes and files these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand this 17th day of August, 2007


Matthew Brady Walther
Registered Agent/INCORPORATOR