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2/7/08

**COVER LETTER**

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 FEB -6 PM 1:39

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

**SUBJECT:** Ropella Group, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>	

**FROM:** Sarah Crane  
Name (Printed or typed)

220 West Garden Street, 9th Floor  
Address

Pensacola, Florida 32502  
City, State & Zip

(850) 434-3541  
Daytime Telephone number

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

ARTICLES OF INCORPORATION  
OF  
ROPELLA GROUP, INC.

FILED  
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DIVISION OF CORPORATIONS

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The undersigned, who desires to form a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is Ropella Group, Inc.

ARTICLE-II-DURATION

This corporation shall have perpetual existence commencing upon the filing of these Articles.

ARTICLE III-PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may after be amended.

ARTICLE IV-CAPITAL STOCK

The corporation is authorized to issue:

- One Million (1,000,000) shares of Class A Common Stock, the holders of which shall have exclusive voting rights and powers, including the exclusive right to notice of shareholders' meetings; and,
- One Million (1,000,000) shares of Class B Common Stock, which shall be non-voting and shall have no voting rights or powers, except those required by law.

Except for the distinction between voting rights, Class A and Class B stockholders shall have identical rights, including, but not limited to, distribution and liquidation rights.

No shareholder shall have any preemptive or preferential rights, as these rights are defined by law, to subscribe for or purchase shares that the corporation may from time to time issue or sell.

The transfer of shares may be further restricted by the bylaws of the corporation.

All current outstanding common shares of the corporation shall be classified as Class A Common Stock immediately upon the adoption of this amendment.

No shareholder shall have any preemptive or preferential rights, as these rights are defined by law, to subscribe for or purchase shares that the corporation may from time to time issue or sell.

ARTICLE V-INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Patrick B. Ropella, 6480 Highway 90, Suite A, Milton, Florida, 32570, and the name of the initial registered agent of this corporation at that address is Patrick B. Ropella.

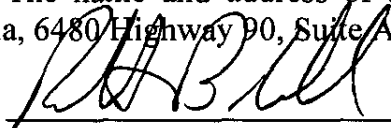
ARTICLE VI - PRINCIPAL PLACE OF  
BUSINESS AND MAILING ADDRESS

The street address of the initial principal place of business is 6480 Highway 90, Suite A, Milton, Florida, 32570.

The mailing address of the corporation is 6480 Highway 90, Suite A, Milton, Florida, 32570.

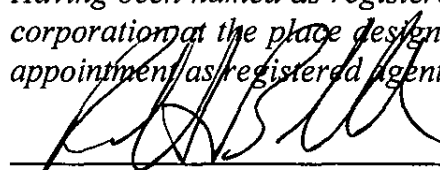
ARTICLE VII-INCORPORATOR

The name and address of the Incorporator signing these articles is: Patrick B. Ropella, 6480 Highway 90, Suite A, Milton, Florida, 32570.

  
\_\_\_\_\_  
Patrick B. Ropella, Incorporator

1/22/08  
Date

.....  
*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.*

  
\_\_\_\_\_  
Patrick B. Ropella, Registered Agent

1/22/08  
Date

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