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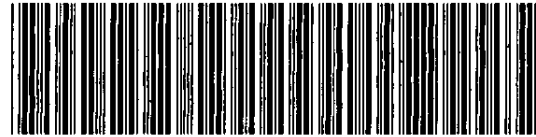
(Business Entity Name)

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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:** DALCA SCIENTIFIC INC.

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00

**FROM:** DANIEL CAAMANO V., ESQ.

301 S. MISSOURI AVE.

CLEARWATER, FL 33756

PH: 727 446 6660

Enclosed Original and Copy of the Articles

**ARTICLES OF INCORPORATION OF  
DALCA SCIENTIFIC CORPORATION**

FILED  
08 AUG 19 PM 3:50  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida with and under the following Articles of Incorporation, certifies as follows.

**ARTICLE I - NAME**

The name of the Corporation is DALCA SCIENTIFIC INC. The principal place of business of the Corporation shall be 5001 W. Nassau St., Tampa, Florida, 33607 or at such other place within the State of Florida as the Board of Directors may designate.

**ARTICLE II- NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business.

**ARTICLE III - CAPITAL STOCK**

**Section 1 - Class of Stock.** This Corporation is authorized to issue two classes of shares of its capital stock, designated, respectively, "Common Stock," and "Preferred Stock". This Corporation is authorized to issue 100 shares of Common Stock, with no par value per share.

**Section 2 – Common Stock.** Each share of common stock shall have one vote and enjoy the same voting rights.

**ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

**ARTICLE V - MANAGEMENT OF THE BUSINESS OF THE CORPORATION**

**Section 1 — Authority of the Board.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by Florida law, these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

**Section 2 — Action by the Shareholders.** Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation or by a consent in writing by such shareholders pursuant to Section 607.0704, Florida Statutes.

**Section 3 — Special Meetings of the Shareholders.** Special Meetings of Shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or the President of the Corporation, and a special meeting shall be called by the President or the Chairman at the request in writing by shareholders holding at least one third of the outstanding voting shares of the Corporation.

## **ARTICLE VI - NUMBER OF DIRECTORS**

**Section 1 - Number of Directors:** The Board of Directors of the Corporation shall be comprised of not less than two (2) nor more than fifteen (15) directors and the number of which shall be fixed from time to time exclusively by the Board of Directors pursuant to a resolution adopted by a majority of the full Board. The Board of Directors is authorized to increase the number of directors by no more than four and to immediately appoint persons to fill the new director positions until the next Annual Meeting of Shareholders, at which meeting the new director positions shall be filled by persons elected by the shareholders of the Corporation to increase the number of directors in accordance with the Bylaws of the Corporation.

**Section 2 — Election and Term:** Directors shall be elected by a plurality of the votes cast by the shares entitled to vote in the election at a meeting at which a quorum is present.

**Section 4 — Vacancies:** Newly created directorships resulting from any increase in the authorized number of directors or any vacancies in the Board of Directors resulting from death,

resignation, retirement, disqualification, removal from office or other cause may be filled only by a majority vote of the directors then in office, though less than a quorum. Directors so chosen shall hold office for a term expiring at the next Annual Meeting of Shareholders. No decrease in the number of directors constituting the Board of Directors shall shorten the term of any incumbent director.

**Section 5 — Notice:** Advance notice of shareholder nominations for the election of directors and of business to be brought by shareholders before any meeting of the shareholders of the Corporation shall be given in the manner provided in the Bylaws of the Corporation.

**Section 6 – Indemnification:** The Corporation shall indemnify its directors in accordance to the provisions hereunder and to the fullest extent provided by law.

## **ARTICLE VII - PREEMPTIVE RIGHTS**

The Corporation elects to not have preemptive rights as set forth in Section 607.0630, Florida Statutes.

## **ARTICLE VIII- INDEMNIFICATION**

**Section 1 — General:** The Corporation shall indemnify any officer, director, employee or agent of the Corporation to the fullest extent authorized by Section 607.0850, *Florida Statutes*, as it now exists or may hereafter be amended, but in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment. This includes, but is not limited to, any person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative (“Proceeding”), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise,

including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Such right shall be a contract right and shall include the right to be paid by the Corporation for all expenses incurred in defending any such proceeding in advance of its final disposition; provided, however, that the payment of such expenses incurred by a director or officer in his or her capacity as a director officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

**Section 2 — Failure to Pay Claim:** If a claim under Section 1 of this Article is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at anytime thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the

claimant has not met the standards of conduct which make it permissible under Section 607.0850 for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 607.0850, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

**Section 3— Other Rights:** The rights conferred on any individual by Sections 1 and 2 of this Article shall not be exclusive of any other right which such individual may have or hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws of the Corporation, agreement, vote of shareholders or Disinterested Directors or otherwise.

**Section 4 — Insurance:** The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under Section 607.0850.

**Section 5 — Personal Liability:** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy except as provided under Florida law. If Section 607.0850 is amended after adoption of these Articles of Incorporation and such amendment further eliminates or limits the power of the corporation to indemnify the personal liability of

directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted under Florida law.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect or retrospectively diminish any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE IX - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida, and all rights conferred upon shareholders are granted subject to this reservation.

#### **ARTICLE X- REGISTERED AGENT**

The name and mailing address of the registered agent of the Corporation is as follows:

Name: Daniel Caamano V., Esq.

Caamano & Associates P.A.

Mailing Address: 301 S. Missouri Ave., Suite 208, Clearwater, Florida 33756.

#### **ARTICLE XI- INCORPORATOR**

The name and mailing address of the incorporator of the Corporation is as follows:

Name: Daniel Caamano, Esq.

Caamano & Associates P.A.

Mailing Address: 301 S. Missouri Ave., Suite 208, Clearwater, Florida 33756.

**IN WITNESS OF THE FOREGOING**, the undersigned has executed these Articles of incorporation on this 14<sup>th</sup> day of August, 2008.



Daniel Caamano V., Esq.  
Caamano & Associates P.A.

FILED  
08 AUG 19 PM 3:50  
CLERK OF STATE  
TALLAHASSEE, FLORIDA