

P09000008563

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

W09-3120

Office Use Only



000141391090

01/20/09--01031--010 **78.75

FILED
09 JAN 27 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. McKnight JAN 28 2009

LAW OFFICES

WARCHOL, MERCHANT & ROLLINGS, LLP

A FLORIDA LIMITED LIABILITY PARTNERSHIP
FEIN 59-2851736

MARTHA S. WARCHOL
WILLIAM C. MERCHANT
Certified Circuit Court Mediator
Court Appointed Arbitrator
HARVEY ROLLINGS
Certified Circuit Court Mediator
MARK HOROWITZ, P.A.
CHARLES C. JONES, II, PA
ANNETTE GIARDINA HABER
J. DERRICK MAGINNESS

1633 SOUTHEAST 47TH TERRACE
CAPE CORAL, FLORIDA 33904
OR
POST OFFICE BOX 100767
CAPE CORAL, FLORIDA 33910

(239) 542-0700
FAX (239) 542-8627
www.WMRLawoffice.com

SENDER'S E-MAIL: Rollings@WMRLAWOFFICE.COM

January 19, 2009

Corporate Records Bureau
Division of Corporations
Department of State
2661 Executive Center Circle West
Tallahassee, FL 32301

VIA FEDERAL EXPRESS

Attn: Corporate Division

**RE: Wunderlin and Associates, Inc.
Our File No. 32687**

Dear Madam/Sir:

Enclosed herewith are the original and one (1) copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$78.75, said check allocated as follows:

\$35.00 filing fee;
\$35.00 registered agent fee; and
\$ 8.75 certified copy.

Please return a certified copy of the Articles of Incorporation to this office.

Yours truly,


Harvey Rollings

HR/lmf
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 21, 2009

WARCHOL, MERCHANT & ROLLINGS, LLP
PO BOX 100767
CAPE CORAL, FL 33910

SUBJECT: WUNDERLIN AND ASSOCIATES, INC.
Ref. Number: W09000003120

We have received your document for WUNDERLIN AND ASSOCIATES, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the address in article XI.

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) 245-6928.

Tim Burch
Regulatory Specialist II
New Filing Section

Letter Number: 809A00002225

**ARTICLES OF INCORPORATION
OF
WUNDERLIN AND ASSOCIATES, INC.**

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name **WUNDERLIN AND ASSOCIATES, INC.**, and hereby set forth and declare:

CHARTER

ARTICLE I

The name of the Corporation shall be **WUNDERLIN AND ASSOCIATES, INC.**, located at City of Cape Coral, County of Lee, State of Florida.

ARTICLE II

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

ARTICLE III

The authorized capital stock which the Corporation may issue shall be 7,500 shares of \$1.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine.

ARTICLE IV

The Corporation shall commence business on filing with the Secretary of State

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 JAN 27 PM 2:42

FILED

ARTICLE V

The Corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

ARTICLE VI

The principal place for the transaction of its business shall be 2125 Santa Barbara Boulevard, Unit 3, the City of Cape Coral, County of Lee, in the State of Florida. That said Corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the Corporation may, by resolution, designate.

ARTICLE VII

The Corporation shall have a Board of Directors of not less than one (1) Director, which number may be increased or decreased from time to time. The number of Directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the By-Laws.

ARTICLE VIII

The Officers by whom the business of said Corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such, as provided in the By-Laws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the Corporation until

their successors are elected and qualified following the first meeting of the Board of Directors shall be:

AMANDA WUNDERLIN
2125 Santa Barbara Boulevard
Unit 3
Cape Coral, FL 33991

Director, President & Treasurer

PETER LOOK
2125 Santa Barbara Boulevard
Unit 3
Cape Coral, FL 33991

Director & Secretary

ARTICLE IX

The name and post office address of the incorporator of this Corporation is as follows:

PETER LOOK
2125 Santa Barbara Boulevard
Unit 3
Cape Coral, FL 33991.

ARTICLE X

The amount of indebtedness or liability to which the Corporation at any time may subject itself shall be unlimited.

ARTICLE XI

The street address of the initial registered office of this Corporation is 2125 Santa Barbara Boulevard, Unit 3, Cape Coral, FL 33991 and the name of the initial Registered Agent of this Corporation at that address is **PETER LOOK**.

ARTICLE XII

Each Shareholder, upon the sale for cash of any new stock of this Corporation, shall have the right to purchase his or her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XIII

The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

ARTICLE XIV

Any subscriber or Shareholder present at any meeting, either in person, or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

ARTICLE XV

Each Director and Officer of the Corporation, whether or not then in office, shall be indemnified by the Corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason

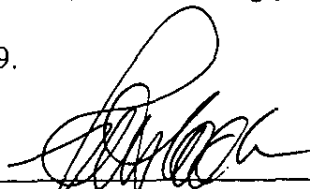
of his being or having been a Director or Officer of the Corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such Officer or Director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall insure to the benefit of the heirs, executors and administrators of any such Director or Officer.

ARTICLE XVI

A Director or Officer of the Corporation shall not be disqualified by his office from dealing or contracting with the Corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the Corporation be void or voidable by reason of the fact that any Director or Officer or any firm of which any Director or Officer is a member of any corporation of which any Director or Officer is a Shareholder, Officer, or Director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any Director so interested or member of a firm so interested, or a Shareholder, Officer, or Director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the Corporation entitled to vote, nor shall any Director or Officer be liable to account to the Corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as

herein provided by reason of the fact that he, or any firm of which he is a member of any corporation of which he is a Shareholder, Officer, or Director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

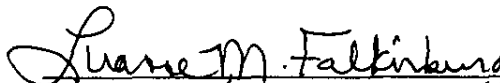
IN WITNESS WHEREOF, I the undersigned being the sole incorporator of the Corporation for the purpose of forming a Corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at Cape Coral, this 19th day of January, 2009.



PETER LOOK (Seal)

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 19th day of January, 2009, by **PETER LOOK**, who is personally known to me ~~or who has produced~~ as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said Certificate for the use and purposes therein expressed.


Print Name: Luanne M. Falkinburg
Notary Public

My Commission expires:



In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance, with said Act:

First, that **WUNDERLIN AND ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Cape Coral, County of Lee, State of Florida, has named **PETER LOOK**, located at 2125 Santa Barbara Boulevard, Unit 3, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENTS:

Having been named to accept service of process for the above-stated Corporation, at place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By:


PETER LOOK, Registered Agent

FILED
09 JAN 27 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA