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09 MAR -6 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MRB 3/9

## COVER LETTER

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

**SUBJECT:** \_\_\_\_\_ LOMSKI ENGINEERING AND TESTING, 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  
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:** \_\_\_\_\_ Mark A. Aufdenkampe, P.A.  
Name (Printed or typed)

\_\_\_\_\_ 245 N. Tamiami Trail, Suite F  
Address

\_\_\_\_\_ Venice, Florida 34285  
City, State & Zip

\_\_\_\_\_ (941) 484-4094  
Daytime Telephone number

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

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**ARTICLES OF INCORPORATION**

09 MAR -6 PM 2:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**OF**

**LOMSKI ENGINEERING AND TESTING, INC.**

**ARTICLE I. - NAME**

The name of this corporation shall be LOMSKI ENGINEERING AND TESTING, INC.

**ARTICLE II - COMMENCEMENT AND DURATION**

The commencement of this corporation's existence shall be at the time of the filing of these Articles Of Incorporation by the Division of Corporations. This corporation's duration shall be perpetual.

**ARTICLE III. - PURPOSE**

This corporation is being organized for the purpose of engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America or by the provisions of these articles of incorporation, to own real and personal property, to enter into contracts and agreements, and to engage in any lawful business necessary or appropriate in the rendering of such services.

**ARTICLE IV. - CAPITAL STOCK**

This corporation shall have the authority to issue One Thousand (1,000) shares of common capital stock at One and No/100 Dollars (\$1.00) par value per share.

All the shares of such common stock shall be paid for in cash or property, real or personal, tangible or intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of the corporation, unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to

be at the time of issuance, provided such shares are subject to calls thereon by the corporation until such time as the whole consideration therefore shall have been paid.

#### **ARTICLE V. - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

#### **ARTICLE VI. - TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, A Copy Of Which Is On File At This Corporation's Principal Office.

#### **ARTICLE VII. - INITIAL BOARD OF DIRECTORS**

The number of directors on this corporation's Initial Board of Directors shall be up to six. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Anne Lomski, 8705 Ogleby Creek Road, Myakka City, Florida 34251-9130

Lonnie Lomski, 8705 Ogleby Creek Road, Myakka City, Florida 34251-9130

Edward P. Lomski, Jr., 1453 Proper Street, Port Charlotte, Florida, 33952, P.E. Number 62507.

#### **ARTICLE VIII. - INDEMNIFICATION**

The corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other cost of a similar nature. The corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by a majority vote at a meeting or by a written instrument signed by a majority of all directors, that the officer, director, or employee:

(a) Was not grossly negligent in his or her duty to the corporation, not guilty of intentional misconduct in the performance of duties to the corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the corporation; and

(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the corporation.) If the

Board of Directors does not, within sixty (60) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or employee making the demand may apply to a court of general jurisdiction in the county in which the corporation maintains its principal office, to consider the matters referred to in Subparagraphs (a), (b), and (c) of paragraph 1 of Article VIII. If the court determines that the conduct of the officer, director or employee was such as to meet the requirements in the subparagraphs, the court shall order the corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

#### **ARTICLE IX. - PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT**

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: 8705 Ogleby Creek Road, Myakka City, Florida, 34251-9130.

The name of the individual who shall serve s this corporation's initial registered agent at that address is:

Anne Lomski.

#### **ARTICLE X. INCORPORATORS**

The name and address of the individuals who shall serve as this corporation's incorporators are:

Anne Lomski, 8705 Ogleby Creek Road, Myakka City, Florida 34251-9130

Lonnie Lomski, 8705 Ogleby Creek Road, Myakka City, Florida 34251-9130

#### **ARTICLE XI. - BYLAWS**

The Board of Directors of the corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

**ARTICLE XII. - AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles Of Incorporation, or in any amendments hereto or to add any provision to these Articles Of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles Of Incorporation or any amendment hereto are granted subject to this reservation.

X Anne Lomski  
Anne Lomski, Incorporator

2/26/09  
Date

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09 MAR - 6 PM 2:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

X Lonnie Lomski  
Lonnie Lomski, Incorporator

02/26/09  
Date

I hereby accept my designation as resident agent and agree to serve as the resident agent of LOMSKI ENGINEERING AND TESTING, INC. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for LOMSKI ENGINEERING AND TESTING, INC.

X Anne Lomski  
Anne Lomski, Registered Agent

2/26/09  
Date