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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Seminole Invest & Consult Corporation**

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**Articles of Incorporation  
of  
Seminole Invest & Consult Corporation**

The undersigned does hereby act as sole incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name of the corporation (hereinafter called the "Corporation") is **Seminole Invest & Consult Corporation**.

SECOND: The street address and mailing address of the principal office of the corporation is 27200 Riverview Center Blvd., Suite 309, Bonita Springs, Florida 34134.

THIRD: The number of shares that the Corporation is authorized to issue is 100,000 shares of Common Stock, \$1.00 par value per share.

FOURTH: The name and street address of the registered agent and office of the Corporation in the State of Florida is Cohen & Grigsby, P.C., 27200 Riverview Center Blvd., Suite 309, Bonita Springs, Florida 34134.

The written acceptance of the said registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

Marlene Marsh

ADDRESS

c/o Cohen & Grigsby, P.C.  
625 Liberty Avenue  
Pittsburgh, PA 15222-3152

SIXTH: The purpose for which the Corporation is organized is as follows:  
(a) to provide national and international investment consulting and management services and (b) to engage in any or all lawful business for which corporations may be organized under the Florida Business Corporation Act and to have all powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

SEVENTH: The duration of the Corporation shall be perpetual.

EIGHTH: The number of Directors constituting the initial Board of Directors of the Corporation is three (3). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the persons to serve as Directors of the Corporation until the first annual meeting of the

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Shareholders of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Harald Kujat  
27200 Riverview Center Blvd.  
Suite 309  
Bonita Springs, Florida 34134

Fred Stoof  
27200 Riverview Center Blvd.  
Suite 309  
Bonita Springs, Florida 34134

Axel Hilpert  
27200 Riverview Center Blvd.  
Suite 309  
Bonita Springs, Florida 34134

NINTH: The names and addresses of the persons to serve as Officers of the Corporation until the first annual meeting of the Board of Directors of the Corporation, or until one or more successors have been elected and qualify, are as follows:

Harald Kujat, President  
27200 Riverview Center Blvd.  
Suite 309  
Bonita Springs, Florida 34134

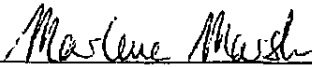
Fred Stoof, Vice President  
27200 Riverview Center Blvd.  
Suite 309  
Bonita Springs, Florida 34134

Oliver Zellmer, Secretary and Treasurer  
27200 Riverview Center Blvd.  
Suite 309  
Bonita Springs, Florida 34134

TENTH: The Corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any director, officer, employee or agent whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

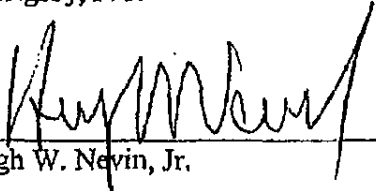
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NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 12<sup>th</sup> day of November, 2009.

  
\_\_\_\_\_  
Marlene Marsh, Incorporator

Having been named as registered agent and to accept service of process for the above-named Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Cohen & Grigsby, P.C.

  
\_\_\_\_\_  
By: Hugh W. Nevin, Jr.

Date: November 12, 2009

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