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EFFECTIVE DATE 12/10/09

## PARK, OSSIAN, BARNAKY & PARK, P.A.

J. BRENT BARNAKY

—ATTORNEYS AT LAW —

PLEASE REPLY TO: P.O. BOX 5088 CLEARWATER, FLORIDA 33758

PHONE (727) 726-3777 FAX (727) 797-6463

MARK A. OSSIAN \*^x JOSEPH R. PARK± MICHAEL J. PARK

± BOARD CERTIFIED CIVIL TRIAL LAWYER

# BOARD CERTIFIED IN MARITAL and FAMILY LAW

A CERTIFIED FAMILY MEDIATOR

\* CERFIFIED PUBLIC ACCOUNTANT

December 10, 2009

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

Re:

**Articles of Incorporation** 

Baystar Service Group, Inc.

My File No.: 4971-4

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation of Baystar Service Group, Inc., along with a check for \$78.75 to cover the following:

Filing Fee:

\$35.00

Designation of Registered Agent:

35.00

Certified Copy

<u>8.75</u>

Total:

\$78.75

Very truly yours,

Mark A. Ossian

MAO/kr **Enclosure** 

CC:

**Bradley Cranston** 

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SEGRETARY OF STATE
TALLAHASSEE. FLORIDA

### ARTICLES OF INCORPORATION

OF

# BAYSTAR SERVICE GROUP, INCEFFECTIVE DATE 12/10/09

The undersigned subscribers to these Articles of Incorporation, being natural persons competent to contract, hereby form a corporation for profit under the Florida General Corporation Act under the laws of the State of Florida.

#### **ARTICLE I - NAME OF CORPORATION**

The name of this corporation is BAYSTAR SERVICE GROUP, INC.

#### **ARTICLE II - GENERAL NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, country, territory or nation.

#### ARTICLE III - CAPITAL STOCK

- A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 1,000 shares of \$1.00 par value common stock.
- B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the Directors shall be the sole judges

of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers of such additional stock, in an amendment to these Articles of Incorporation.

#### **ARTICLE IV - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is \$1,000.00.

#### ARTICLE V - TERM OF EXISTENCE

The date when corporate existence shall begin is as of the date of execution of these Articles of Incorporation by the subscribers, and the corporation shall exist perpetually thereafter unless dissolved by law.

#### ARTICLE VI - ADDRESS OF CORPORATION

The initial street address of the principal office of this corporation in the State of Florida will be 1024 Rainbow Court, Bradenton, Florida 34212. The Board of Directors shall have the power to establish branch offices, and to move the principal office to any other address in Florida.

#### ARTICLE VII - BOARD OF DIRECTORS

A. The initial number of Directors of this corporation shall be two (2). The number of Directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one (1).

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B. The names and street addresses of the initial members of the Board of Directors, who shall hold office for the first year of existence of this corporation or until their successors are duly elected and qualified are:

NAMES	<u>ADDRESS</u>
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Bradley J. Cranston 1024 Rainbow Court
Bradenton, FL 34212

Shawna L. Hicks-Cranston 1024 Rainbow Court
Bradenton, FL 34212

- C. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the stockholders, for any reason.
- D. In case one or more vacancies shall occur in the Board of Directors by reasons of death, resignation or otherwise, the vacancies shall be filled by vote of the holders of a majority of stock entitled to vote thereon at the next annual meeting or at a special meeting called for the purpose of filling such vacancies.

#### **ARTICLE VIII - SUBSCRIBERS**

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The names and addresses of the subscribers to these Articles of Incorporation are:

Bradley J. Cranston 1024 Rainbow Court
Bradenton, FL 34212

Shawna L. Hicks-Cranston 1024 Rainbow Court
Bradenton, FL 34212

No stockholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### **ARTICLE IX - VOTING TRUSTS**

No stockholders of this corporation shall enter into a voting trust agreement or any other type of agreement vesting in another person the authority to exercise the voting power of any or all of his shares.

#### ARTICLE X - ADDITIONAL CORPORATION POWERS

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and of the purposes and objects herein above stated, this corporation shall have all and singular the following powers:

- A. To enter into or become a partner in any arrangement for sharing profits, union of interest, or cooperation, joint venture or otherwise, with any person, firm or corporation to carry on any business which this corporation has the direct or incidental authority to pursue.
- B. At its option, to purchase and acquire any or all of its shares, owned and held by any such stockholder as should desire to sell, transfer or otherwise dispose of his shares or any or all of its shares owned and held by a stockholder who dies, all in accordance with the By-Laws adopted by the stockholders of this corporation setting forth the terms and conditions of such purchase; provided, however, the capital of this corporation cannot be impaired thereby.

C. To enter into for the benefit of its employees, one or more of the following: (1) pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) a restricted stock option plan, or (6) other retirement or incentive compensation plans.

#### **ARTICLE XI - REGISTERED AGENT**

Mark A. Ossian, Esq., whose address is 2201 N.E. Coachman Road, Suite 200, Clearwater, Florida 33765, is authorized to accept service of process as registered agent for this corporation.

#### **ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seals this 10 day of December, 2009.

(SEAL)

(SEAL)

SHAWNA L. HICKS-CRANSTON

**CRANSTON** 

STATE OF FLORIDA

COUNTY OF Mellas

BEFORE ME, the undersigned authority, personally appeared BRADLEY J. CRANSTON and SHAWNA L. HICKS-CRANSTON, to me well known to be the individual described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and seal in the County and State last aforesaid, this \_\_\_\_\_ day

of Dec. 10, 2009.

KAREN ROBERTSON
Commission # DD 845076
Expires March 22, 2013
Bonded Thru Trey Fan Insurance 600-365-7019

Notary Public

My Commission Expires:

#### ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for the above-stated comporation at the place designated in this certificate. I hereby accept the designation to accept this capacity and agree to comply with the provisions of law relative to keeping open the corporation's office.

MARK A. OSSIAN, ESQ.

Park, Ossian, Barnaky & Park, P.A. 2201 N.E. Coachman Road, Suite 200

Clearwater, FL 33765

(727) 726-3777