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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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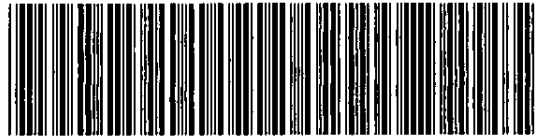
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

10 JAN 28 AM 11:40

FILED

MRS  
1/29

## COVER LETTER

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

**SUBJECT:** RESOLUTE SOLUTIONS, 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:** TURQUOISE WATERS ACCOUNTING

Name (Printed or typed)

1422 PINETHICKET DR

Address

SUMMERVILLE SC 29483

City, State & Zip

843-826-5543

Daytime Telephone number

JOY\_FOTHERINGHAM@BELLSOUTH.NET

E-mail address: (to be used for future annual report notification)

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

FROM :

FAX NO. :

Dec. 23 2009 11:19AM P1

**FILED**

**ARTICLES OF INCORPORATION  
OF  
RESOLUTE SOLUTIONS, INC.**

10 JAN 28 AM 11:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit), the undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I: CORPORATE NAME**

The name of the corporation shall be: **RESOLUTE SOLUTIONS, INC.**

**ARTICLE II: INITIAL PRINCIPAL OFFICE**

The principal street address and mailing address, if different, is: **5764 North Orange Blossom Trail, PMB 170, Orlando, FL 32810-1023.**

**ARTICLE III: PURPOSE**

The purpose for which the corporation is organized is: **to engage in any lawful activity permitted by the laws of the State of Florida.**

**ARTICLE IV: SHARES**

The number of shares of stock, which the corporation shall have authority to issue, is **7,500 shares of common stock at a par value of \$100 per share.**

**ARTICLES V: DIRECTORS**

The name and residence address of the person(s) constituting the initial Board of Directors is:

**Billy Guthrie, Jr., 5764 North Orange Blossom Trail, PMB 170, Orlando, FL 32810-1023**

After the initial Board of Directors, the Board shall consist of such a number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be selected.

**ARTICLES VI: LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (1) breaches of the duty of loyalty, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (4) a transaction from which the directors derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent.

#### **ARTICLES VII: OTHER PROVISIONS**

**Preemptive Rights:** The Corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**Director or Officer Interest:** In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

**Stock Transfer Restriction:** No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date of which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

**Corporate Seal:** The Corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

**Execution of Written Instruments:** All instruments that are executed on behalf of the corporation which is acknowledged and which affect an interest in real estate shall be executed by the President or any Vice President and the Secretary or Treasurer. The President or Vice President may execute all other instruments executed by the corporation, including a release of mortgage or lien. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

#### **ARTICLE VIII: REGISTERED AGENT AND OFFICE**

The name and Florida Street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

**Billy Guthrie, Jr., 5764 North Orange Blossom Trail, PMB 170, Orlando, FL 32810-1023**

FROM :

FAX NO. :

Dec. 23 2009 11:20AM P3

**FILED**

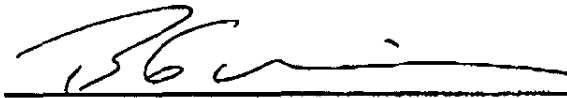
**ARTICLE IX: INCORPORATOR**

10 JAN 28 AM 11:40

The name and street address of the incorporator(s) to these Articles of Incorporation is: **SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

**Billy Guthrie, Jr., 5764 North Orange Blossom Trail, PMB 170, Orlando, FL 32810-1023**

The undersigned incorporator(s) has executed these Articles of Incorporation this 22<sup>nd</sup> day of December, 2009.



Billy Guthrie, Jr., Incorporator

**CERTIFICATION OF DESIGNATION OF REGISTERED AGENT AND REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office and registered agent, in the State of Florida.

The name of the corporation is **RESOLUTE SOLUTIONS, INC.**

The name and address of the registered agent and registered office is: **Billy Guthrie, Jr., 5764 North Orange Blossom Trail, PMB 170, Orlando, FL 32810-1023**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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.



Billy Guthrie, Jr., Registered Agent/Office

Tuesday, December 22, 2009