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### LAW OFFICES KURT F LEWIS, P.A.

6624 Gateway Avenue Sarasota, Florida 34231 (941) 921-5595 FAX (941) 921-3950

February 1, 2010

Division of Corporations Attn: New Filings Clifton Building 2661 Executive Center Circle Tallahassee, Florida 32301

1-850-245-6052

Re: THEILER AND ASSOCIATES, INC

#### Ladies:

Enclosed please find original and one executed copy of the Articles of Incorporation for the above corporation. We would appreciate you filing the same and advising us when they have been filed.

Also enclosed is our check in the amount of \$70.00 to cover the following costs:

Filing Fee \$35.00 Registered Agent Designation \$35.00

Thank you in advance for your cooperation in this matter.

mt

Enclosures

urt F Lewis

UPS Tracking # 1Z F22 7A0 22 1000 4546

## ARTICLES OF INCORPORATION OF THEILER AND ASSOCIATES, INC

#### **ARTICLE I**

Name. The name of this corporation is THEILER AND ASSOCIATES, INC.

#### **ARTICLE II**

<u>Duration</u>. The corporation shall be perpetual.

#### **ARTICLE III**

<u>Purpose</u>. This corporation is organized for the purpose of transacting any or all lawful business.

#### **ARTICLE IV**

<u>Capital Stock</u>. This corporation is authorized to issue 10,000 shares of common stock at \$.10 par value, which shall be designated "Common Shares".

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

#### **ARTICLE V**

<u>Preemptive Rights</u>. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his 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.

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#### **ARTICLE VI**

<u>Initial Principal Office</u>. The street address of the initial principal office of this corporation is 6624 Gateway Avenue, Sarasota, Florida 34231.

#### **ARTICLE VII**

Board of Directors. This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than three. The initial Directors shall be:

JOYCE THEILER REPULSKI

#### **ARTICLE VIII**

<u>Incorporator</u>. The name and address of the person signing these articles is:

JOYCE THEILER REPULSKI, 6624 Gateway Avenue, Sarasota, Florida 34231

#### **ARTICLE IX**

Bylaws. The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X

Registered Office and Registered Agent. The Registered Office of the corporation shall be at 6624 Gateway Avenue, Sarasota, Florida 34231, and the Registered Agent at such address shall be KURT F LEWIS.

#### **ARTICLE XI**

<u>Indemnification</u>. The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE XII**

Amendment. This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

YCE THEILER REPULSKI, Subscriber

STATE OF FLORIDA County of Sarasota

The foregoing instrument was acknowledged before me this \_FEB\_\_0\_1\_2010\_\_\_\_\_ by JOYCE THEILER REPULSKI who is personally known to me.

Notary Public

MARTHA L. TAYLOR
MY COMMISSION # DD 921872
EXPIRES: November 28, 2013
Bonded Thru Notery Public Underwriters

#### ACKNOWLEDGMENT BY REGISTERED AGENT

HAVING BEEN named to accept service of process for the above stated corporation at place designated in these Articles, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48.091 Florida Statutes, relative to keeping open the office of this corporation.

KURT F LEWIS, Registered Agent

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FALLAHASSES. FLORIDA