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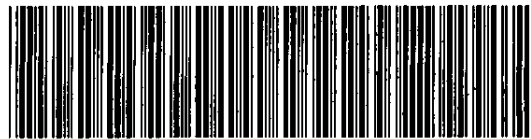
(Business Entity Name)

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FILED  
10 MAY 13 PM 1:56  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## COVER LETTER

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

**SUBJECT:** RMTC Group, 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      ☐ \$78.75  
Filing Fee      Filing Fee  
                         & Certificate of Status

☐ \$78.75      ☐ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                         & Certificate of  
                         Status

**ADDITIONAL COPY REQUIRED**

**FROM:** Roger A. Kimmel, Jr.

Name (Printed or typed)

114 Barrington Town Square, Suite 159

Address

Aurora, OH 44202

City, State & Zip

330.995.0051

Daytime Telephone number

kimmellaw@aol.com

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

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

**ARTICLES OF INCORPORATION  
OF  
RMTC GROUP, INC.**  
[Pursuant to Chapter 607 and 621 Florida Statutes]

**FILED**

**10 MAY 13 PM 1:56**

**SECRETARY OF STATE  
TALLAHASSEE FLORIDA**

- FIRST:** The name of the corporation is RMTC GROUP, INC.
- SECOND:** This corporation is formed to engage in any lawful act or activity for which a corporation may be organized under the Florida Statutes, provided that it is not formed to engage in any act or activity requiring the consent or approval of any state official, department, board, agency or other body without such consent or approval first being obtained.
- THIRD:** The office of the corporation is to be located at 1025 Southwest Martin Downs Blvd., Palm City, Florida 34990.
- FOURTH:** The initial Registered Agent of the corporation is Mark Cromley upon whom process against the corporation may be served. The street address of the corporation's initial registered office is 1025 Southwest Martin Downs Blvd., Palm City, Florida 34990.

By: *Mark Cromley*

- FIFTH:** The name of the incorporator is Roger A. Kimmel, Jr. and the address of the incorporator is 114 Barrington Town Square, Suite 159, Aurora, Ohio 44202.

- SIXTH:** Section 1. The total number of shares of all classes of stock which the corporation shall have authority to issue is 110,000,000, of which 100,000,000 shares shall be Common Stock with a par value of \$0.0001 per share and 10,000,000 shares shall be Preferred Stock with a par value of \$0.0001 per share..

Section 2. The holders of the Common Stock are entitled at all times to one vote for each share and to such dividends as the Board of Directors may in its sole discretion, from time to time, legally declare, subject, however to the voting and dividend rights, if any, of the holders of the Serial Preferred Stock. In the event of any liquidation, dissolution or winding up of the Corporation, the remaining assets of the Corporation after the payment of all debts and necessary expenses, subject, however, to the rights of the holders of the Serial Preferred Stock then outstanding, if any, shall be distributed among the holders of the Common Stock, pro rata, in accordance with their respective holdings. The Common Stock is subject to all of the terms and provisions of the Serial Preferred Stock as fixed by the Board of Directors as hereinafter provided.

Section 3. The Preferred Stock, if authorized, may be issued in one or more series, from time to time, with each such series to have such designation, relative rights, preferences or limitations, as shall be stated and expressed in the resolution or resolutions providing for the issue of such series adopted by the Board of Directors of the Corporation (the "Board"), subject to the limitations prescribed by law and in accordance with the provisions hereof, the Board being hereby expressly vested with authority to adopt any such resolution or resolutions. The authority of the Board with respect to each series of Preferred Stock shall include, but not be limited to, the determination or fixing of the following:

- (i) The distinctive designation and number of shares comprising such series, which number may (except where otherwise provided by the Board increasing such

series) be increased or decreased (but not below the number of shares then outstanding) from time to time by like action of the Board;

(ii) The dividend rate of such series, the conditions and time upon which such dividends shall be payable, the relation which such dividends shall bear to the dividends payable on any other class or classes of Stock or series thereof, or any other series of the same class, and whether such dividends shall be cumulative or noncumulative;

(iii) The conditions upon which the shares of such series shall be subject to redemption by the Corporation and the times, prices and other terms and provisions upon which the shares of the series may be redeemed;

(iv) Whether or not the shares of the series shall be subject to the operation of a retirement or sinking fund to be applied to the purchase or redemption of such shares and, if such retirement or sinking fund be established, the annual amount thereof and the terms and provisions relative to the operation thereof;

(v) Whether or not the shares of the series shall be convertible into or exchangeable for shares of any other class or classes, with or without par value, or of any other series of the same class, and, if provision is made for conversion or exchange, the times, prices, rates, adjustments and other terms and conditions of such conversion or exchange;

(vi) Whether or not the shares of the series shall have voting rights, in addition to the voting rights provided by law, and, *if so*, the terms of such voting rights;

(vii) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or upon the distribution of assets of the Corporation; and

(viii) Any other powers, preferences and relative participating, optional or other special rights, and qualifications, limitations or restrictions thereof, of the shares of such series, as the Board may deem advisable and as shall not be inconsistent with the provisions of this Certificate of Incorporation.

The holders of shares of the Preferred Stock of each series shall be entitled to receive, when and as declared by the Board, out of funds legally available for the payment of dividends, dividends (if any) at the rates fixed by the Board for such series before any cash dividends shall be declared and paid or set apart for payment, on the Common Stock with respect to the same dividend period.

The holders of shares of the Preferred Stock of each series shall be entitled, upon liquidation or dissolution or upon the distribution of the assets of the Corporation, to such preferences as provided in the resolution or resolutions creating such series of Preferred Stock, and no more, before any distribution of the assets of the Corporation shall be made to the holders of shares of the Common Stock. Whenever the holders of shares of the Preferred Stock shall have been paid the full amounts to which they shall be entitled, the holders of shares of the Common Stock shall be entitled to share ratably in all remaining assets of the Corporation.

SEVENTH: The Corporation shall have perpetual existence.

- EIGHTH: The personal liability of the directors of the Corporation is hereby eliminated to the fullest extent permitted under the Florida Statutes, as the same may be amended and supplemented. Any repeal or amendment of this Article by the stockholders of the Corporation shall be prospective.
- NINTH: The Corporation shall, to the fullest extent permitted by the Florida Statutes, as the same may be amended and supplemented, indemnify any and all persons whom it shall have the power to indemnify under said Law from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Law, 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, agreement, vote of stockholders 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.
- TENTH: The shares of all classes of stock of this corporation shall be non-assessable.
- ELEVENTH: The business and affairs of the corporation shall be managed by or under the direction of the Board of Directors, and the Directors need not be elected by ballot unless required by the Bylaws of the corporation.
- TWELVTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors shall have the power to adopt, amend, repeal, or otherwise alter the Bylaws of the Corporation without any action on the part of the stockholders provided, however, that the grant of such power to the Board of Directors shall not divest the stockholders of nor limit their power to adopt, amend, repeal or otherwise alter the Bylaws.
- THIRTEENTH: The Corporation reserves the right to adopt, repeal, rescind or amend in any respect any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by the laws of Florida, and all rights conferred on stockholders herein are granted subject to this reservation.
- FOURTEENTH: The mailing address of the Corporation shall be 1025 Southwest Martin Downs Blvd., Palm City, Florida 34990.

INCORPORATOR INFORMATION REQUIRED

X Roger A. Kimmel, Jr.  
(Signature)

Roger A. Kimmel, Jr.

(Type or Print Name)

114 Barrington Town Square, Suite 159

(Address)

Aurora, Ohio 44202

(City, State, Zip Code)

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