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2010 MAY 20 AM 10:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. Shivers MAY 21 2010

MEMORANDUM

To: Florida Secretary of State - Division of Corporations

From: Bruno F. DeZayas

Date: May 18, 2010

Re: FSB and Associates, Inc.

I have enclosed the original Articles of Incorporation prepared for the referenced corporation together with this firm's check in the amount of \$78.75 which represents your filing fee. Please record the Articles and provide me with a certified copy in the self addressed stamped envelope.

THANK YOU.

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

OF

FSB and ASSOCIATES, INC.

ARTICLE I - NAME

The name of this corporation is FSB and ASSOCIATES, INC.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of engaging in the business of providing insurance services for customers in Florida and provide insurance marketing for agent/brokers, or any other lawful business and to do anything necessary, proper, advisable, or convenient, for the accomplishment of said purposes, and to do all and other things incidental to them, or connected with them, that are not forbidden by the Florida corporation laws or by other laws, or by these Articles of Incorporation, and to carry out said purpose in any state, territory, district, or possession of the United States or in any foreign country, to the extent that these purposes are not forbidden by the laws of that state, territory, district, or possession of the United States, or by the foreign country.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is ONE THOUSAND (1,000) shares of common stock with a par value of ONE DOLLAR (\$1.00) per share. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. The holders of the outstanding capital stock shall be entitled to receive, when and as directed by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation. The shares of the corporation are not to be divided into classes.

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ARTICLE IV - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation shall be located at 3705 Emerald Lane, Mulberry, Florida 33860. The registered agent of this corporation shall be Michael L. Cales, Sr.

ARTICLE V - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members, who not need be a resident of the State of Florida, or shareholder of the corporation. The number of directors may be increased from time to time by the by-laws. The name and address of the initial director of this corporation is:

President and Secretary	Michael L. Cales, Sr. 3705 Emerald Lane Mulberry, Florida 33860
Vice President and Treasurer	Gene Marrotte 200 Broadview Avenue Rochelle, New York 10804

ARTICLE VI - DURATION

The period of duration of this corporation is perpetual.

ARTICLE VII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is Michael L. Cales, Sr., 3705 Emerald Lane, Mulberry, Florida 33860.

ARTICLE VIII - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

ARTICLE IX - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments thereto.

ARTICLE X - PRE-EMPTIVE RIGHTS

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms, and conditions that shall be fixed by the Board of Directors, such of the shares of stock of this corporation that may be issued for money, or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder, to all shares of common stock currently authorized and issued.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 17 day of May, 2010.

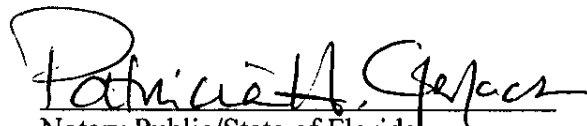

MICHAEL L. CALES, SR.

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared Michael L. Cales, Sr. who took an oath and sayeth that he is the person who executed and subscribed the above Articles of Incorporation, and he did so freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Lakeland, Polk County, Florida, this 17th day of May, 2010.

PATRICIA GERLACH
NOTARY PUBLIC - STATE OF FLORIDA
COMMISSION # DD683012
EXPIRES 6/7/2011
BONDED THRU 1-888-NOTARY1


Notary Public/State of Florida
Patricia H. Gerlach
Printed Notary Name

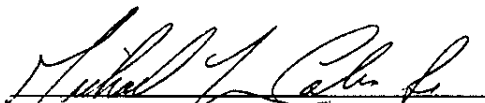
**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501 or 617.05, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the required office/registered agent, in the State of Florida.

1. The name of the corporation is: FSB and Associates, Inc.
2. The name and address of the registered agent is: Michael L. Cales, Sr., 3705 Emerald Lane, Mulberry, Florida 33860

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.

Signature:


Michael L. Cales, Sr.

Date:

5-17-2010

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TALLAHASSEE, FLORIDA