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Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6381

From: Account Name : KANOUSE & WALKER, P.A.  
Account Number : 105503003644  
Phone : (351) 451-8090  
Fax Number : (351) 451-8089

*Note: This new corporation is owned by the same people that own Assurance Power Systems, LLC. and they consent to its formation*

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**Assurance Power Systems, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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TALLAHASSEE, FLORIDA



December 13, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

KANOUSE & WALKER, P.A.

SUBJECT: ASSURANCE POWER SYSTEMS, INC.  
REF: W11000062159

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable because it is the same as or not distinguishable from an existing entity. If the principals are the same in both entities, please send a letter or affidavit advising us of this association, along with your articles so that we may complete the filing process.

The document number of the name conflict is L05000106029 (ASSURANCE POWER SYSTEMS, LLC).

If your business entity does not intend to transact business until January 1st of the upcoming calendar year, you may wish to revise your document to include an effective date of January 1st. If you do not list an effective date of January 1st, your business entity will become effective this calendar year and it will be required to file an annual report and pay the required annual report fee for the upcoming calendar year this coming January, which is merely weeks away. By listing an effective date of January 1st, the entity's existence will not begin until January 1st of the upcoming year and will, therefore, postpone the entity's requirement to file an annual report and pay the required annual report filing fee until the following calendar year.

If you have any further questions concerning your document, please call (850) 245-6928.

Tim Burch  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: E11000290751  
Letter Number: 611A00027747



Assurance Power Systems LLC  
1702 Costa del Sol | Boca Raton, FL 33432  
TEL: 561.886.0470 | FAX: 561.892.8243  
www.assurancepower.com

December 14, 2011


Tim Burch  
Florida Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Assurance Power Systems, Inc.  
Audit # H11000290751

Dear Mr. Burch:

This is to advise you that the principals of Assurance Power Systems, LLC, a Florida limited liability company, will be the same principals for its affiliate, Assurance Power Systems, Inc., a Florida corporation, and consent to the filing of its Articles of Incorporation under the name Assurance Power Systems, Inc. Thanks you for your assistance in this matter.

Respectfully,

  
William A. Ferrigno, Jr.  
Managing Member

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Audit #H11000290751 3

**ARTICLES OF INCORPORATION  
OF  
ASSURANCE POWER SYSTEMS, INC.**

**Article 1 - Name**

The name of the Corporation is Assurance Power Systems, Inc.

**Article 2 - Duration**

The Corporation has perpetual existence.

**Article 3 - Purpose**

The Corporation is organized to transact all lawful business.

**Article 4 - Address**

The principal place of business or mailing address of the Corporation is:

1702 Costa del Sol  
Boca Raton, FL 33432

**Article 5 - Capital Stock**

The Corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

**Article 6 - Preemptive Rights**

Each shareholder of the Corporation has the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, each shareholder's *pro rata* portion any newly issued shares of the same class owned by each shareholder. This right is waived by a shareholder who does not exercise it and pay for the shares preempted for 30 days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. A shareholder may waive this right to signing a written waiver.

**Article 7 - Initial Registered Office and Agent**

The street address of the initial registered office and name of the initial registered agent of this Corporation are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
One Boca Place, Suite 324 Atrium  
2255 Glades Road  
Boca Raton, FL 33431

Audit #H11000290751 3

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Audit #H11000290751 3

**Article 8 - Initial Board of Directors**

The Corporation shall have 1 director initially. The number of directors may be either increased or diminished by the Bylaws but will never be less than 1. The name and address of the initial director of the Corporation are:

William A. Ferrigno, Jr.  
1310 S.W. 9<sup>th</sup> Avenue  
Boca Raton, FL 33486

**Article 9 - Incorporator**

The name and address of the person signing these Articles as incorporator are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
One Boca Place, Suite 324 Atrium  
2255 Glades Road  
Boca Raton, FL 33431

**Article 10 - Powers**

The Corporation has all of the corporate powers enumerated in the Florida Business Corporation Act.

**Article 11 - Indemnification**

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act [currently, Subsections 607.0850 (1) and (2) of the Florida Statutes], as the same may be amended from time to time, the Corporation shall indemnify its officers and directors and may indemnify employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in another capacity while holding such office. 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 shareholders or disinterested directors or otherwise. The indemnification provided herein 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, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

Audit #H11000290751 3

Audit #H110002907513

**Article 12 - Amendment**

The 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 revision.

**Article 13 - Bylaws**

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by the shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

**Article 14 - Effective Date**

The effective date for the Incorporation of the Corporation is January 1, 2012.

**IN WITNESS WHEREOF**, the undersigned incorporator has signed these Articles of Incorporation on December 15, 2011.

  
\_\_\_\_\_  
Keith J. Kanouse, Incorporator

Audit #H110002907513

Audit #H11000290751 3

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

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

1. The name of the Corporation is Assurance Power Systems, Inc.
2. The name and address of the registered agent and office are:

Keith J. Kanouse, Esq.  
Kanouse & Walker, P.A.  
One Boca Place, Suite 324 Atrium  
2255 Glades Road  
Boca Raton, FL 33431

SIGNATURE



Keith J. Kanouse

TITLE:

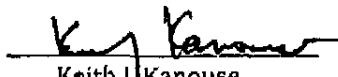
Incorporator

DATE:

December 15, 2011

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



Keith J. Kanouse

DATE

December 15, 2011

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