

110006106454

Florida Department of State

Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000293657 3)))



Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

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

From: Account Name : CORPORATION SERVICE COMPANY
Account Number : 120000000195
Phone : (850) 521-1000
Fax Number : (850) 558-1515

****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
PRIORIA ROBOTICS SUBSIDIARY, INC.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

2011 DEC 15 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC 15 AM 10:18

RECEIVED

DEC 16 2011

**ARTICLES OF INCORPORATION
OF
PRIORIA ROBOTICS SUBSIDIARY, INC.**

**ARTICLE I
NAME**

The name of the corporation is Prioria Robotics Subsidiary, Inc. (the "Corporation").

**ARTICLE II
DURATION**

The duration of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The purpose for which the Corporation is organized is to engage in any lawful activity for which corporations may be organized under the Florida General Corporation Act.

**ARTICLE IV
CAPITAL STOCK**

A. The Corporation is authorized to issue 10,000 shares of common stock, no par value per share, all of which shall be designated as "Common Stock."

B. Except as otherwise provided by law or in the bylaws of the Corporation (the "Bylaws"), the entire voting power for the election of members of the Board of Directors (the "Board") and for all other purposes shall be vested exclusively in the holders of the outstanding Common Stock.

**ARTICLE V
ADDRESS**

The initial street address of the principal office and the registered office of the Corporation is: 4580 NW 49th St., #101, Gainesville, FL 32505 and the name of the initial registered agent at such address is Jason Grzywna. The Board may from time to time move the principal or registered office to any other address in Florida or change the Corporation's registered agent.

**ARTICLE VII
DIRECTORS**

The number of Directors of the Corporation shall be fixed in accordance with the Bylaws of the Corporation.

**ARTICLE VIII
INITIAL DIRECTORS**

The name and address of the initial Director of the Corporation is:

Jason Grzywna
4580 NW 49th St., #101
Gainesville, FL 32505

**ARTICLE IX
INCORPORATOR**

The name and address of the person signing the Articles is:

Jason Grzywna
4580 NW 49th St., #101
Gainesville, FL 32505

**ARTICLE X
BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws shall be vested in the Board of Directors of the Corporation, subject to the power of the shareholders of the Corporation to repeal, alter, or amend any of the Bylaws adopted by the Board. The shareholders of the Corporation reserve the power to adopt Bylaws and to prescribe in any Bylaws that such Bylaws shall not be altered, amended, or repealed by the Board.

ARTICLE XI DIRECTOR LIABILITY

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing shall not limit or eliminate the liability of a director (i) for any breach of the Director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the applicable provisions of the Florida General Corporation Act or any successor provision, (iv) for any transaction from which such Director derived an improper personal benefit, or (v) acts or omissions occurring prior to the date of the effectiveness of this provision.

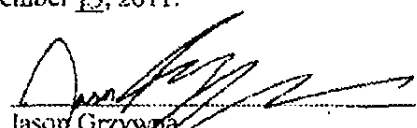
Furthermore, notwithstanding the foregoing provision, in the event that the Florida Business Corporation Act is amended or enacted to permit further limitation or elimination of the personal liability of a director, the personal liability of the Corporation's Directors shall be limited or eliminated to the fullest extent permitted by the applicable law.

This provision shall not affect any provision permitted under the Florida Business Corporation Act, in the Corporation's Articles of Incorporation, as amended from time to time, the Bylaws of the Corporation, as amended from time to time, or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this provision shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

ARTICLE XII AMENDMENT


The Articles may be amended in the manner provided by law.

IN WITNESS WHEREOF, the undersigned, as the sole incorporator of the Corporation, has executed these Articles of Incorporation on December 15, 2011.


Jason Grzywna
Incorporator

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN ARTICLE V OF THESE ARTICLES OF INCORPORATION, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN SUCH 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.


Jason Grzywna
Registered Agent

FILED
2011 DEC 15 AM 9:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA