

P12000031155

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

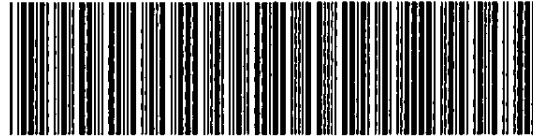
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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03/01/12--01027--008 \*\*105.00

04/02/12--01003--001 \*\*23.75

J. Shivers APR 02 2012

2012 MAR 30 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

612-14438



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

March 13, 2012

LAW OFFICES BROOKMYER, HOCHMAN & PROBST, P.A.  
3300 PGA BLVD SUITE 500  
PALM BEACH GARDENS, FL 33410

SUBJECT: LAMBORN & COMPANY, INC.  
Ref. Number: W12000014438

We have received your document for LAMBORN & COMPANY, INC. and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file a Domestication is \$128.75. Please send a balance of \$23.75.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Justin M Shivers  
Regulatory Specialist II  
New Filing Section

Letter Number: 612A00009208

GARY BROOKMYER  
ELLIOT F. HOCHMAN  
DANIEL J. PROBST  
Board Certified  
Wills, Trusts, and Estates  
Master of Laws in Taxation

LAW OFFICES  
**BROOKMYER, HOCHMAN & PROBST, P.A.**  
GARDENS PLAZA  
3300 PGA BOULEVARD, SUITE 500  
PALM BEACH GARDENS, FLORIDA 33410  
TELEPHONE (561) 624-2110  
FACSIMILE (561) 624-2425  
EMAIL dan@probstlaw.com

STUART  
BY APPOINTMENT ONLY  
TELEPHONE (772) 223-4030

February 27, 2012

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

Re: Lamborn & Company, Inc.

Dear Sir/Madam:

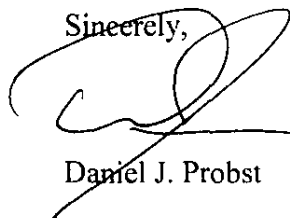
I enclose the following documents for filing:

1. Certificate of Domestication;
2. Articles of Incorporation; and
3. Certificate Designating Place of Business or Domicile for the Service of Process Within Florida, Naming Agent Upon Whom Process May Be Served.

I also enclose our check in the amount of \$105.00 to cover the cost of same.

Should you have any questions in this regard, please do not hesitate to contact me.

Sincerely,



Daniel J. Probst

DJP/m  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Florida Department of State

**CERTIFICATE OF DOMESTICATION**

The Undersigned, **Leon Salerno, President**, of **Lamborn & Company, Inc.**, a foreign Corporation, in accordance with Florida Statutes, section 607.1801 does hereby certify:

1. The date on which corporation was first formed was **May 26, 1987**.
2. The jurisdiction where the above named corporations was first formed, incorporated, or otherwise came into being was **New York**.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was **Lamborn & Company, Inc.**
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to ss.607.0202 and 607.0401 with this certificate is **Lamborn & Company, Inc.**
5. The jurisdiction that constituted the seat, siege, social principal place of business or central administration of the corporation, or any other equivalent thereto under applicable law immediately prior to the filing of the Certificate of Domestication was **Connecticut**.

I am **Leon Salerno** of **Florida** and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this 16 day of Feb., 2012.

  
**LEON SALERNO**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

LAMBORN & COMPANY, INC.

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TALLAHASSEE, FLORIDA

THE UNDERSIGNED, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of this corporation is LAMBORN & COMPANY, INC.

ARTICLE II - DURATION

The duration of this corporation is perpetual.

ARTICLE II - EFFECTIVE DATE AND DURATION

The effective date of this corporation shall be May 26, 1987 and the duration of this corporation is perpetual.

ARTICLE III - PURPOSE

The purpose of this corporation is to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - STOCK

The aggregate number of shares which this corporation shall have authority to issue is 5000 shares of Common Stock at \$1.00 par value per share. Fully-paid stock of this corporation shall not be liable to any further call or assessment. 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, to the extent of the par value of such shares, and the excess, if any, of consideration received for such shares shall constitute capital surplus.

ARTICLE V - AUTHORITY TO ISSUE WARRANTS

The corporation is hereby expressly authorized and empowered, by resolution of its Board of Directors, to create and issue, whether or not in connection with the issue and sale of any shares

or other securities of the corporation, rights or options entitling the holders or owners thereof to purchase or acquire from the corporation any shares of any class of series of other securities, whether now or hereafter authorized. These rights or options shall be evidenced by or in such warrants or other instruments as shall be approved by the Board of Directors. The terms upon which the rights or options may be exercised, may be limited or unlimited in duration, and the price or prices at which, any such shares or other securities may be purchased or acquired from the corporation upon the exercise of any such rights or options shall be such as shall be fixed in a resolution or resolutions adopted by the Board of Directors providing for the creation and issue of such rights or options, and set forth or incorporated by reference in the warrants or other instruments evidencing such rights or options, and as shall be permitted by law. The Board of Directors is hereby authorized and empowered to authorize the creation and issue of any such right or options and any such warrants or other instruments from time to time. Any and all shares which may be purchased or acquired or issued upon the exercise of any such right or option shall be deemed fully paid and not liable to any further call or assessment, or partly paid or liable to further call or assessment, as the terms of the warrants or other instruments evidencing such rights or options shall provide. Except as otherwise provided by law, the Board of Directors shall have full power and discretion to prescribe and regulate from time to time the procedure to be followed in, and all other matters concerning, the creation, issue, and exercise of any such rights and options and such warrants or other instruments, and the setting aside of shares or other securities for the purpose thereof, and the issuance of such shares or other securities upon the exercise thereof.

#### **ARTICLE VI - AMENDMENT**

These Articles of Incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a shareholders meeting called for that purpose.

#### **ARTICLE VII - PRINCIPAL PLACE OF BUSINESS, INITIAL OFFICE AND AGENT**

The street address of this corporation's initial registered office in Florida is 653 MASTERS WAY, PALM BEACH GARDENS, FL 33418 8495. The principal place of business shall also be at that same address.

### ARTICLE VIII - DIRECTORS

The number of directors constituting the initial Board of Directors of this corporation is **one**. The name and address of the person who is to serve as directors until the next annual meeting of shareholders, or until her successors are elected and qualified, are:

<u>Name</u>	<u>Address</u>
leon Salerno	653 Masters Way Palm Beach Gardens, FL 33418

### ARTICLE IX - INCORPORATOR

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
leon Salerno	653 Masters Way Palm Beach Gardens, FL 33418

### ARTICLE X - COMMON DIRECTORS TRANSACTIONS BETWEEN CORPORATIONS

No contract or other transaction between this corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest, or because such director or directors are present at the meeting of the Board of Directors, or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or because his or their votes are counted for such purpose if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested director; or (b) the fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation. Such contracts or transactions shall include, but not be limited to, the payment of salaries or other compensation pursuant to agreement or duly ratified minutes or bylaws of the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves, or ratifies such contract or transactions.

**ARTICLE XI - BYLAWS**

The Bylaws of the corporation shall be initially adopted by the Board of Directors, and may be changed or repealed by the affirmative vote of a majority of the Board of Directors or by the affirmative vote of a majority of shareholders at any meeting thereof.

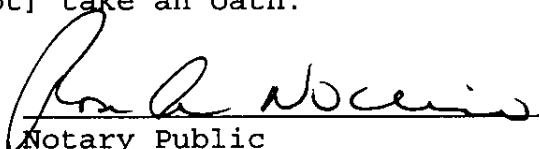
DATED THIS 16 day of February, 2012.

  
Leon Salerno  
Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 16 day of February, 2012, by Leon Salerno, who is personally known to me or has produced \_\_\_\_\_ as identification and [did/did not] take an oath.



  
Notary Public  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with the Florida Statutes, the following is submitted:

LAMBORN & COMPANY, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida, with its principal place of business as indicated in the foregoing Articles of Incorporation, State of Florida, has named

Agent  
Daniel J. Probst

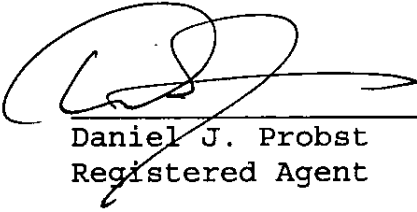
Address  
3300 PGA Boulevard, Suite 500  
Palm Beach Gardens, FL 33410

as its agent to accept service of process within Florida, and as its Statutory Registered Agent.

**ACKNOWLEDGMENT AND ACCEPTANCE**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

DATE: February 17, 2012.

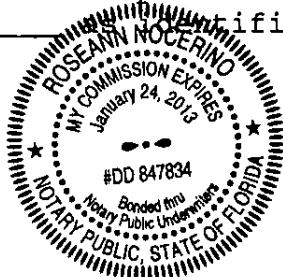
  
Daniel J. Probst  
Registered Agent

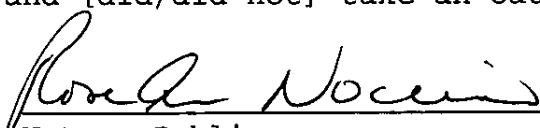
STATE OF FLORIDA  
COUNTY OF PALM BEACH

FILED  
2012 MAR 30 AM 11:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 17 day of February, 2012, by Daniel J. Probst, who is personally known to me or has produced \_\_\_\_\_

\_\_\_\_\_ Identification and [did/did not] take an oath.



  
Notary Public  
My Commission Expires: \_\_\_\_\_