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Division of Corporations

WEAVER, MCCLENDON & PENROD

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FLORIDA PROFIT/NON PROFIT CORPORATION  
DICICCO, INC.

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**ARTICLES OF INCORPORATION  
OF  
DICICCO, INC.**

The undersigned, being a natural person *sul juris* and a subscriber to the shares of the Corporation to be organized hereunder, for the purpose of forming a corporation under F.S. Ch. 607, as amended, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

The name of the Corporation is **DICICCO, INC.**

**ARTICLE II**

The mailing address and the principal address of the Corporation shall be 661 Sunway Lane, Winter Haven, FL 33880.

**ARTICLE III**

The name of the initial registered agent shall be **REBEKAH BLADES DICICCO**, and the initial registered office of the Corporation shall be 661 Sunway Lane, Winter Haven, FL 33880.

**ARTICLE IV**

The capital stock of the Corporation will consist of 10,000 shares of common stock, par value \$1.00 per share.

**ARTICLE V**

The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
<b>REBEKAH BLADES DICICCO</b>	<b>661 Sunway Lane Winter Haven, FL 33880</b>

Prepared By & Return To:  
James M. Weaver, FBN 212792  
WEAVER, MCLENDON & PENROD, LLP  
240 East Park Avenue  
Post Office Box 456  
Lake Wales, FL 33859-0466  
883.676.6000

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**ARTICLE VI**

The Board of Directors of the Corporation shall consist of not less than one (1) and not more than five (5) persons who shall be elected at the first meeting of the stockholders, but the directors need not be stockholders. The property and business of the Corporation shall be managed and controlled by the Board of Directors. The name and address of the members of the first Board of Directors who shall hold office until their successors are elected or appointed and have qualified are:

<u>NAME</u>	<u>ADDRESS</u>
REBEKAH BLADES DICICCO	661 Sunway Lane Winter Haven, FL 33880

**ARTICLE VII**

The Officers of the Corporation who shall hold office until their successors are elected or appointed, their names and addresses shall be:

<u>NAME / OFFICE</u>	<u>ADDRESS</u>
REBEKAH BLADES DICICCO President / Treasurer	661 Sunway Lane Winter Haven, FL 33880
DOMINICK DICICCO Vice President / Secretary	661 Sunway Lane Winter Haven, FL 33880

**ARTICLE VIII**

The nature of the business and the objects and purposes for which the Corporation is formed, and which may be transacted, promoted, and carried on by the Corporation are to do any and all business permitted under the laws of the State of Florida.

**ARTICLE IX**

Corporation Bylaws may be amended, altered, or repealed by the Board of Directors.

**ARTICLE X**

The private property of the shareholders of this Corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscription of shares.

**ARTICLE XI**

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by this Corporation, does hereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the United States which have reference to or affect corporations, such securities, or such person if any; and that the Corporation reserves the right to transact any business of the Corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

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## ARTICLE XII

Each director or officer, or former director or officer, of this Corporation and his legal representatives shall be indemnified by the Corporation against liabilities, expenses, counsel fees, and costs reasonably incurred by him as a result of any action, suit, proceeding, or claim in which he is made a part by reason of his being or having been such director or officer; and any person who, at the request of this Corporation, served as director or officer of another corporation in which this Corporation owned corporate stock, and his legal representative, shall in like manner be indemnified by this Corporation; provided that in neither case shall the Corporation indemnify such director or officer with respect to any matters in which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, or proceeding or claim asserted against such director or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the officer or director involved was not guilty of negligence or misconduct; but, in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholders at a duly called special meeting or a regular meeting.

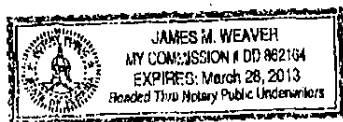
In determining whether a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by the shareholders, as the case may be, may rely conclusively upon an opinion of independent counsel selected by such Board or committee. The right of indemnification herein provided shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

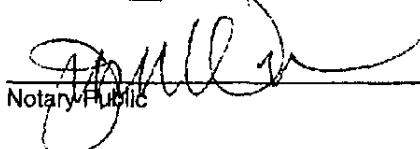
IN WITNESS WHEREOF, I have hereunto set my hand on June 28, 2012

  
REBEKAH BLADES DICICCO, Incorporator

## ACKNOWLEDGMENT

This instrument was acknowledged before me in Polk County, Florida, on June 28, 2012, by REBEKAH BLADES DICICCO (☒) personally known to me, or (☐) driver's license verified identity (indicate by "X").



  
Notary Public

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**REGISTERED AGENT CERTIFICATE**

CERTIFICATE DESIGNATING PRINCIPAL PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

**DICICCO, INC.**, desiring to organize and incorporate under Florida law with its principal office  
and its registered office as indicated in the Articles of Incorporation, has named **REBEKAH BLADES  
DICICCO** as its agent to accept service of process within this State in compliance with F. S. §48.091.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above Corporation at the place  
designated in this certificate, I hereby agree to act in this capacity and agree to keep the office open  
in compliance with F. S. §48.091.

  
**REBEKAH BLADES DICICCO**  
Registered Agent

12 JUN 29 PM 1:06  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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**AUTHORITY TO REPRESENT**  
(General Services)

1. **AUTHORIZATION.** The undersigned clients, REBEKAH DICICCO and DOMINICK DICICCO (the "Clients") hereby employ the law firm of WEAVER, McCLENDON & PENROD, LLP (the "Attorneys"), to represent the client for the following: Office conference with clients; Draft, review and execution of Articles of Incorporation, Waiver of Notice, First Minutes, By-Laws, and Stock Certificate for DICICCO, INC.; Filing of Articles of Incorporation with Florida Department of State, Division of Corporations; Filing of SS-4 with IRS for Employer Identification Number; Filing of Form 2553, S-Election with IRS; and no other services.


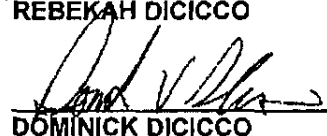
2. **FEES & BILLING.** Client agrees to pay a flat fee retainer of \$550.00, non-refundable, which includes costs.

3. **ASSOCIATING COUNSEL.** Client agrees that for extraordinary services Attorneys in their discretion may associate outside counsel, whose costs and fees client shall pay directly to outside counsel and in addition to those fees and costs payable to Attorneys

4. **AUTHORITY/WITHDRAWAL.** Client hereby appoints the Attorneys, as Client's attorneys-in-fact with full power and authority to negotiate or take such action, as Attorneys deem proper. Upon reasonable notice, Attorneys may withdraw from this matter for good cause, which includes non-payment of monthly statements, misrepresentation and/or failure to disclose material facts by Client, or Client's failure to follow the Attorneys' advice. If any of these events occur, Client agrees to sign authorization(s) for Attorneys to withdraw and to immediately pay Attorneys all sums then due, of whatever kind and character. Attorneys agree to make available to Client any papers and property to which Client is entitled.

5. **MISCELLANEOUS.** This Agreement is the entire understanding between the parties, superseding any prior understanding, and may only be amended by a subsequent writing signed by the parties. This Agreement binds and inures to the benefit of the parties, their heirs, successors, and assigns. Unless paid when billed, the balance shall bear interest at 18% per annum until paid. Client agrees to pay all costs of collection, whether suit be brought or not, including a reasonable attorney's fee. Venue for collection shall be in the courts of the Tenth Judicial Circuit for Polk County, Florida. This Agreement was last executed in Florida and shall be construed in accordance with Florida law.

  
06/28/12  
WEAVER, McCLENDON & PENROD, LLP

  
06/28/12  
REBEKAH DICICCO  
  
06/28/12  
DOMINICK DICICCO

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TALLAHASSEE, FLORIDA