

P12000071357

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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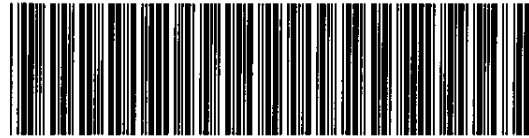
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE 8/11/12

MRP
8/20/12

COVER LETTER

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

SUBJECT: Noesis Software Solutions, Inc.
(PROPOSED CORPORATE NAME - **MUST INCLUDE SUFFIX**)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Clayton E. Tillman
Name (Printed or typed)

PO Box 782365
Address

Orlando, FL 32878-2365
City, State & Zip

407-603-5669
Daytime Telephone number

noesisKnows@gmail.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
NOESIS SOFTWARE SOLUTIONS, INC.

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TALLAHASSEE, FLORIDA

EFFECTIVE DATE 8/11/12

ARTICLE I
Name

The name of the Corporation shall be NOESIS SOFTWARE SOLUTIONS, INC.

ARTICLE II
Existence

The Corporation shall begin existence on the 11th day of August, in the year 2012, at 18:50 EDT (Eastern Daylight Time).

ARTICLE III
Principle Office

The Principle Street Address of the Corporation shall be:

14939 Perdido Drive
Orlando, FL 32828

The Mailing Address of the Corporation shall be:

PO Box 782365
Orlando, FL 32878-2365

ARTICLE IV

Purpose

The Corporation shall enjoy all rights, powers, and privileges conferred upon the corporations by the constitution and laws of the State of Florida. Furthermore, the Corporation shall conduct any and all lawful business.

ARTICLE V

Authorized Capital Stock

The Corporation is authorized to issue a total number of 100,000 shares of Common Stock having a par value of \$0.01 per share.

ARTICLE VI

Common Stock

Except as otherwise provided in accordance with these Articles of Incorporation, each share of Common Stock shall have unlimited voting rights, with each share being entitled to one vote on all matters submitted to a vote of the shareholders. Each share of Common Stock shall be entitled to share equally in dividends declared and paid by the Corporation from legally available funds. Each share of Common Stock shall be entitled to receive the net assets of the Corporation upon dissolution, with each share participating on a pro rata basis.

ARTICLE VII

Preemptive Rights

The shareholders of all classes of capital stock of the Corporation shall have preemptive rights to acquire authorized and unissued shares and treasury shares of all classes of capital stock of the Corporation.

ARTICLE VIII

Restriction on Transfer of Shares

(A) Purpose The purpose of this Article is to restrict the transfer of shares of the Corporation in order to allow the Corporation and its shareholders to fulfill the requirements of 26 USC Chapter 1, Subchapter S - Tax Treatment of S Corporations and Their Shareholders.

(B) Restriction The transfer or registration of transfer of all shares of all classes of capital stock of the Corporation shall be restricted such that before any such transfer or registration of transfer, the shareholder must:

- (1) Offer the Corporation the opportunity to acquire the shares at or below the market value of the shares; and
- (2) Obtain from the Board of Directors written approval signed by the Chairman explicitly stating:
 - (a) The number of shares approved to be transferred;
 - (b) The shareholder approved to transfer the shares; and
 - (c) The person or entity to which the shares are approved to be transferred.

ARTICLE IX

Board of Directors

The Board of Directors of the Corporation shall consist of not less than one and not more than nine members, the exact number of which shall be fixed from time to time in accordance with the bylaws of the Corporation.

ARTICLE X

Initial Directors

The Corporation shall initially have one director:

Clayton E. Tillman
Chairman of the Board of Directors (Chairman)
PO Box 782365
Orlando, FL 32878-2365

ARTICLE XI

Registered Agent

The Registered Agent of the Corporation is Clayton E. Tillman whose street address is:

14939 Perdido Drive
Orlando, FL 32828

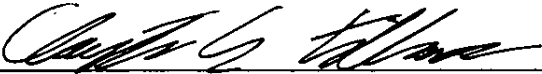
**ARTICLE XII
Incorporator**

The Incorporator of the Corporation is Clayton E. Tillman whose address is:

PO Box 782365
Orlando, FL 32878-2365

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TALLAHASSEE, FLORIDA

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity



Required Signature/Registered Agent

8-11-2012

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



Required Signature/Incorporator

8-11-2012

Date