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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

SEP 20 2012

EXAMINER



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 28, 2012

JOE DIAZ  
116 SAFFRON WAY  
KISSIMMEE, FL 34758

SUBJECT: ELITE PROPERTY INSPECTIONS & IMAGING, LLC  
Ref. Number: L08000045224

We have received your document for ELITE PROPERTY INSPECTIONS & IMAGING, LLC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The name of a limited liability company must end with the words "Limited Liability Company," the abbreviation "L.L.C.," or the designation "LLC." The word "Limited" may be abbreviated as "Ltd." and the word "Company" may be abbreviated as "Co." The following suffixes are no longer acceptable: "Limited Company," "L.C.," and "LC." Please amend your document accordingly.

Please return 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) 245-6051.

6884  
Deborah Bruce  
Regulatory Specialist II

Letter Number: 712A00021993

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**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Elite Property Inspections & Imaging LLC

DOCUMENT NUMBER: L08000045224

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joe Diaz

Name of Contact Person

American Essential Services Inc

Firm/ Company

116 Saffron Way

Address

Kissimmee FL 34758

City/ State and Zip Code

joediaz@americanessentialservices.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Joe Diaz

Name of Contact Person

at (800) 344-1040

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &  
Certificate of Status

☐ \$43.75 Filing Fee &  
Certified Copy  
(Additional copy is  
enclosed)

☐ \$52.50 Filing Fee  
Certificate of Status  
Certified Copy  
(Additional Copy  
is enclosed)

**Mailing Address**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

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TALLAHASSEE, FLORIDA

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## ARTICLES OF INCORPORATION

### Elite Property Inspections & Imaging , Inc

The undersigned acting as Incorporator of a corporation under the State of Florida General Corporation Act adopts the following Articles of Incorporation of Elite Property Inspections & Imaging Inc

**ARTICLE 1. NAME.** The name of the Corporation is:

Elite Property Inspections & Imaging Inc  
3239 Rocky Ave  
Spring Hill, FL 34609

**ARTICLE 2. DURATION.** The duration of the Corporation is perpetual.

**ARTICLE 3. PURPOSE.** The general purposes for which the Corporation is organized are the following:

- A. To engage in any and all real estate transactions and investments.
- B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- C. To do such other things as are incidental to the purpose of the Corporation or necessary or desirable in order to accomplish them.

**ARTICLE 4. GENERAL POWERS.** The corporation shall have power:

- A. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- B. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property assets.
- C. To lend money to, and use its credit to assist, its officers and employees in accordance with Florida Statutes.
- D. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporation, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- E. To make contracts, guarantee and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bond, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise, and income.
- F. To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested:

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**ARTICLE 10. INDEMNIFICATION.** The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

- A. No director of the Corporation shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director; provided, however, that the foregoing clauses shall not apply to any liability of a director:
1. for any breach of the director's duty of loyalty to the Corporation or its shareholders;
  2. for any act or omission not in good faith or that involve intentional misconduct or a knowing violation of the law;
  3. under Section 607 of the Corporation Law of the State of Florida ; or
  4. For any transaction from which the director derived an improper personal benefit.
- B. This Article does not limit or eliminate the liability of a director for any act or omission that occurred before the time this Article became effective. Any repeal, termination, modification, or cancellation of this Article shall not terminate or adversely affect any right or protection of a director occurring before the date of repeal, termination, modification, or cancellation.

**ARTICLE 11. STOCK TRANSFER RESTRICTIONS.** Shares of capital stock of the Corporation shall be issued to the initial subscribers upon payment of the consideration determined by the Board of Directors. Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party

**ARTICLE 12. BYLAWS.** The power to adopt, alters, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

**ARTICLE 13. COMMENCEMENT OF CORPORATE EXISTENCE.** In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation.

**ARTICLE 14. AMENDMENT OF ARTICLES.** The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes

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**ARTICLE 15. PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares.

This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt from the corporation.

**ARTICLE 16. DIRECTOR CONFLICT OF INTEREST.**

- A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:
1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or
  2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the board or
  3. If the contract or transaction is fair and reasonable as to the corporation at the time the board, a committee or the shareholders approve it.
- B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee, which approves such contract or transaction.

**ARTICLE 17. INFORMAL ACTION OF DIRECTORS.** If all the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE 18. INFORMAL ACTION OF SHAREHOLDERS.** Any action of the shareholder may be taken without a meeting if consent in writing setting for the actions so taken shall be signed by Fifty-one Percent (51%) of the holders of outstanding stock And be filed with the Secretary of the corporation as part of the corporate records

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SECRETARY OF STATE  
ALLAHABAD, INDIA

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of

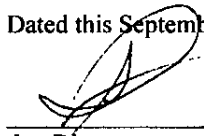
Incorporation on this 5th day of Sept, 2012

  
\_\_\_\_\_  
Joe Diaz

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of  
Elite Property Inspections & Imaging, Inc which is contained in the foregoing Articles of  
Incorporation.

Dated this September 5, 2012

  
\_\_\_\_\_  
Joe Diaz

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

Before me, personally appeared \_\_\_\_\_, who is personally known  
or who produced \_\_\_\_\_ As identification, did/did not take  
an oath and who executed the foregoing Articles of Incorporation and acknowledged  
to and before me that he executed said instrument for the purpose therein expressed.

WITNESS my hand and seal this \_\_\_\_ day of \_\_\_\_\_, 2011

\_\_\_\_\_  
Notary Public

\_\_\_\_\_  
(Printed Name)

My Commission Expires: