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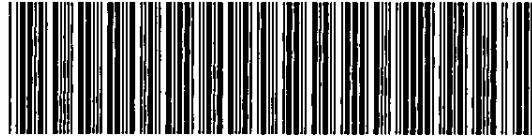
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TALLAHASSEE, FLORIDA

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ADMITTED IN:
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November 9, 2012

DEPARTMENT OF STATE OF FLORIDA
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: EMERALD STREET CONSULTANTS, INC.

Dear Sir:

I represent Michael G. Pallotta, the incorporator of **EMERALD STREET CONSULTANTS, INC.**

Enclosed please find the original and two copies of the Articles of Incorporation for the proposed corporation referenced above along with my check in the amount of \$87.50 to cover the fees for filing fee, a certified copy and a certificate of status. Please file the Articles and return the other materials to the undersigned.

Thank you for your assistance in this regard.

Very truly yours,


GARY N. BROTT

**ARTICLES OF INCORPORATION
OF
EMERALD STREET CONSULTANTS, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge, adopt and file these Articles of Incorporation for the purpose of creating a corporation under Chapter 607, of the State of Florida.

ARTICLE I - NAME

The name of the corporation shall be:

EMERALD STREET CONSULTANTS, INC.

ARTICLE II - PURPOSE

The purpose for which this corporation is organized is to engage in the business of business consulting services as well as any and all other lawful purposes as allowed under the laws of the State of Florida and the laws of the United States of America.

It shall exercise, generally, such powers as may be incident to or convenient for the aforesaid purposes and business of the corporation. It shall further have, exercise and enjoy all the rights and privileges of a corporation for profit under the Laws of the State of Florida, it being expressly provided that the foregoing shall not be held to limit or restrict the general powers of the corporation.

ARTICLE III - SHARES

The maximum number of shares of stock this corporation may issue is one

hundred shares of Common Stock, which shall be Common Stock of no par value.

All said Common Stock shall be payable in cash, or payable by property, labor or services at a just valuation by the stockholders. Property, labor or services may be purchased or paid for with capital stock at a just valuation fixed by the stockholders.

ARTICLE IV - CAPITAL

The amount of capital with which this corporation shall begin is not less than Five Hundred (\$500.00) Dollars.

ARTICLE V - DURATION

The Corporation shall have perpetual existence.

ARTICLE VI - PRINCIPAL/REGISTERED OFFICE

The principal office address, mailing address and registered office address of said corporation shall be:

**4151 Gulf Shore Boulevard, N.
Suite 1105
Naples, FL 34103**

ARTICLE VII - DIRECTORS

The Board of Directors shall initially consist of three (3) members who are **MICHAEL G. PALLOTTA, VICKIE K. PALLOTTA and MICHAEL A. PALLOTTA**. The said corporation may have additional members of the Board of Directors as may be authorized in the Bylaws of the corporation.

ARTICLE VIII - INCORPORATOR

The names and residence addresses of the person signing these Articles of Incorporation as subscribers are as follows:

MICHAEL G. PALLOTTA
4151 Gulf Shore Boulevard, N.
Suite 1105
Naples, FL 34103

ARTICLE IX - RIGHTS OF STOCKHOLDERS

No holder of Common Stock of the corporation shall have any preferential, preemptive or other right to the detriment of any other stockholder of the corporation.

ARTICLE X - STOCKHOLDER POWER

The following additional provision for the regulation of the business and for the conduct of the affairs of the corporation, and creating, dividing, limiting and regulating the powers of the corporation and its stockholders are hereby adopted as a part of these Articles of Incorporation.

A. No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in this corporation.

B. No holder of any stock of the corporation shall have the right to transfer or sell said stock in the corporation without first giving sixty (60) days written notice to stockholders of said stockholder's intention to transfer or sell said stock. All other stockholders collectively shall have an absolute first option to purchase said stock being offered for sale under a formula of evaluation, based on net worth adopted by the stockholders from time to time, which formula of evaluation shall be applicable to all stockholders. If the stockholders collectively

decline to purchase, the stockholders, individually, shall each have such right, and if more than one stockholder is involved, the purchase shall be on a prorata basis or as may be mutually agreed upon.

C. The stockholders shall have power to hold their meetings within or without the State of Florida. The stockholders shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used. Any action taken at any such meeting shall be reduced to writing and signed by the stockholders within a period of fifteen (15) days from date of said meeting and filed with the secretary of the corporation as part of the corporate minutes.

ARTICLE XI - DIRECTORS AND OFFICERS

The names and residence addresses of the officers of the corporation are as follows, which includes the initial directors:

<u>NAME</u>	<u>OFFICE</u>
MICHAEL G. PALLOTTA 4151 Gulf Shore Boulevard, N. Suite 1105 Naples, FL 34103	PRESIDENT
MICHAEL A. PALLOTTA 4151 Gulf Shore Boulevard, N. Suite 1105 Naples, FL 34103	VICE PRESIDENT
VICKIE K. PALLOTTA 4151 Gulf Shore Boulevard, N. Suite 1105 Naples, FL 34103	SECRETARY/TREASURER

ARTICLE XII - OFFICERS AND AGENTS

The corporation may have such other officers and agents as may be deemed necessary. All officers and agents shall be chosen in such manner and shall hold their offices for such terms, and shall have such powers and duties as may be prescribed by the Bylaws or determined by the stockholders.

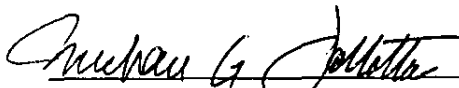
ARTICLE XIII - RIGHT TO AMEND

The said corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter permitted by law or prescribed by statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

ARTICLE XIV - COMMENCEMENT OF OPERATIONS

The corporation existence shall commence on the date of filing of these Articles of Incorporation. The said corporation may elect to be operated under the provisions of Subchapter S of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid.



MICHAEL G. PALLOTTA

STATE OF FLORIDA

COUNTY OF COLLIER.

BEFORE ME, the undersigned authority, personally appeared **MICHAEL G. PALLOTTA** who is to me well known to be the person(s) described in the foregoing ~~(or who provided me with the following identification prior to executing the foregoing, to wit: _____);~~ who subscribed the foregoing Articles of Incorporation; who affirmed that said Articles were made and subscribed for the uses and purposes therein set forth; who affirmed that the facts stated herein are true; and, who freely and voluntarily acknowledged being aware that false information submitted in a document submitted to the Florida Department of State constitutes a third degree felony as provided in Section 817.155, Florida Statutes.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at the City of NAPLES, in said County and State this 8TH day of NOVEMBER, 20 12.

Gary N. Brott

Notary Public

My Commission Expires



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

Pursuant to Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the Registered Agent and Registered Office of the Corporation in the State of Florida:

1. The name of the Corporation is: **EMERALD STREET CONSULTANTS, INC.,**
2. The name and street address of the Registered Agent, to accept service of process within this State, and the Registered Office is:

**MICHAEL G. PALLOTTA
4151 Gulf Shore Boulevard, N.
Suite 1105, Naples, FL 34103**

EMERALD STREET CONSULTANTS, INC.

Date: NOVEMBER 8, 2012 By: MICHAEL G. PALLOTTA
MICHAEL G. PALLOTTA, Incorporator

ACKNOWLEDGMENT

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

Date: NOVEMBER 8, 2012 MICHAEL G. PALLOTTA
MICHAEL G. PALLOTTA, Reg. Agent

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TALLAHASSEE, FLORIDA