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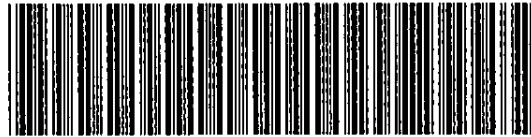
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13 MAY - 7 PM 1:04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

4/18

W13-22776

# Burandt, Adamski & Feichthaler, P.L.

*Attorneys and Counselors at Law*

1714 Cape Coral Parkway East

Cape Coral, Florida 33904

[robert@capecoralattorney.com](mailto:robert@capecoralattorney.com)

Service E-mail: [burandtlaw@capecoralattorney.com](mailto:burandtlaw@capecoralattorney.com)

Telephone: (239) 542-4733

Facsimile: (239) 542-9203

Robert B. Burandt  
Robert C. Adamski  
Eric Feichthaler

April 15, 2013

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RE: Articles of Incorporation for "An All-Pro-Team, Inc."**

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation and a check in the amount of \$78.75 for the filing fee.

Thank you for your attention to this matter.

Very truly yours,

*Robert B. Burandt*

Robert B. Burandt  
Signed per Mr. Burandt to avoid delay  
RBB:pdk  
Enclosures

## COVER LETTER

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

SUBJECT: AN ALL-PRO-TEAM, 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

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Robert B. Burandt, Esq.

Name (Printed or typed)

1714 Cape Coral Parkway East

Address

Cape Coral, Florida 33904

City, State & Zip

(239) 542-4733

Daytime Telephone number

burandtlaw@capecoralattorney.com /

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

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 18, 2013

ROBERT B. BURANDT  
1714 CAPE CORAL PKWY E  
CAPE CORAL, FL 33904

SUBJECT: AN ALL-PRO-TEAM, INC.  
Ref. Number: W13000022776

We have received your document for AN ALL-PRO-TEAM, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent and street address must be consistent wherever it appears in your document.

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) 245-6052.

Jessica A Fason  
Regulatory Specialist II

Letter Number: 513A00009341

*5/2/13  
Correction  
Made —*

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13 MAY - 7 PM 12:20  
DIVISION OF CORP. AFFAIRS

**ARTICLES OF INCORPORATION**  
**OF**  
**AN ALL PRO-TEAM, INC.**

**ARTICLE I**  
**NAME OF CORPORATION**

The name of the corporation shall be **AN ALL-PRO-TEAM, INC.** The principal place of business of the corporation shall be **2719 SW 8<sup>TH</sup> PLACE, CAPE CORAL FLORIDA. 33914.**

**ARTICLE II**  
**NATURE OF BUSINESS**

The general nature of the business to be transacted by this corporation is Landscaping and Pest Control..

In addition the corporation shall have power:

(1) to conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and in all other states and countries;

(2) to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;

(3) to purchase the corporate assets of any other corporation and engage in the same or other character of business;

(4) to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of

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TALLAHASSEE, FLORIDA

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ownership, including the right to vote such stock; and

(5) to engage in any and all other activity or business whatever permitted under the laws of the United States and of the State of Florida.

### **ARTICLE III** **CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock of a par value of \$1.00 per share.

### **ARTICLE IV** **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same class or series as that which is already issued, shall have the right to purchase a prorated share thereof at the price at which it is offered to others.

### **ARTICLE V** **PREEMPTIVE RIGHTS DENIED**

No holder of any of the shares now or hereafter issued by the corporation shall be entitled as a matter of right to subscribe for or purchase any part of the unissued shares of the corporation of any class whatsoever or to subscribe for or purchase any additional shares, whether common, preferred, or of any other class, to be issued by reason of any increase in the authorized capital of the corporation, or to subscribe for or purchase any bonds, certificates of indebtedness, debentures, or other securities, convertible into shares of the corporation. Any and all such unissued shares and such additional authorized issue of new shares and such securities convertible into shares may be issued, allotted, and disposed of to such persons, firms, corporations, or associations and for such lawful consideration and upon such terms as the Board of Directors may deem advisable and for the best interests of the corporation.

**ARTICLE VI**  
**TRANSFER OF SHARES**

Any shareholder desiring to transfer his shares of stock in this corporation must first offer his shares to the corporation for the same price as being offered to any third party. The corporation shall have twenty (20) days to acknowledge acceptance of said offer. If the corporation should decline to purchase said stock or fails to acknowledge acceptance within twenty days, then said shareholder shall offer his shares for sale to the remaining shareholders in a prorated basis and those shareholders shall have an additional twenty days to acknowledge acceptance of said offer.

**ARTICLE VII**  
**PROHIBITION OF TRANSFER OF SHARES**

If a shareholder shall be indebted to the corporation, the directors may refuse to consent to a transfer of his shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

Further, no shareholder shall offer his shares for sale without first offering his/her shares to the remaining shareholders on a pro-rata basis. The costs of the shares shall be determined by the corporations C.P.A. who shall value them at Book value plus 15% for working client accounts. Book value shall mean the value of all equipment (resale value to be appraised by independent appraiser) plus multiplied by 15% for client accounts, divide by total number of shares to determine a per share value.

**ARTICLE VIII**  
**TERM OF EXISTENCE**

This corporation is to exist perpetually, commencing on the date these Articles of Incorporation are filed with the Office of Secretary of State, State of Florida.

**ARTICLE IX**  
**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of this corporation is 1714 Cape Coral Parkway East 33904, and the name of the initial registered agent of this corporation at that address is Robert B. Burandt.

**ARTICLE X**  
**DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, by-Laws adopted by the stockholders, but shall never be less than two or more than seven. The names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Jimmy Ciamillo, President	2719 SW 8 <sup>th</sup> Place, Cape Coral, Florida 33914
Nicholas P. Libretto, Vice President	2719 SW 8 <sup>th</sup> Place, Cape Coral, Florida 33914

**ARTICLE XI**  
**INCORPORATORS**

The name and address of each incorporator of this corporation and the number of shares of stock each agrees to take are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Jimmy Ciamillo	2719 SW 8 <sup>th</sup> Place, Cape Coral, Florida 33914	500
Nicholas P. Libretto	2719 SW 8 <sup>th</sup> Place, Cape Coral, Florida 33914	500

**ARTICLE XII**  
**OFFICERS**

The officers of this corporation shall be a President, Vice President, Secretary and Treasurer, and such additional officers and agents as may be provided in the By-Laws or

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TALLAHASSEE, FLORIDA



designated by the Board of Directors.

Directors shall be elected by the shareholders at their annual meeting which will be held at the registered office of the corporation or at such other place as may be provided by the By-Laws, or otherwise agreed upon, on the 1st day of December of each and every year, or at such other time as may be designated in the By-Laws, and the annual directors' meeting shall be held immediately after the adjournment of the annual shareholders' meeting, which shall include the election of officers by the Board of Directors.

### **ARTICLE XIII** **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shareholders entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

### **ARTICLE XIV** **INDEMNIFICATION**

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

### **ARTICLE XV** **COMPENSATION OF OFFICERS AND DIRECTORS**

No salary or other compensation shall be paid to any director or officer of the corporation for services rendered as such director or officer unless and until the same shall have been approved in writing, or by affirmative vote taken at a duly held shareholders' meeting by the record holders of at least two thirds of the then outstanding capital shares of the corporation.

**ARTICLE XVI**  
**DISPUTES**

In the event of a dispute between the two initial incorporators which cannot be resolved between the parties, the parties agree to submit the dispute to binding arbitration. The parties agree to use the mediation department utilized by the Circuit Court of the 20th Judicial Circuit.

Jimmy Ciamillo  
Jimmy Ciamillo, President

Nicholas P. Libretto  
Nicholas P. Libretto, Vice President

Sydney Van Ness  
Sydney Van Ness, Secretary-Treasurer

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TALLAHASSEE, FLORIDA

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF LEE        )

Before me, an officer duly qualified to take acknowledgments, personally appeared **JIMMY CIAMILLO**, who is personally known to me or who produced \_\_\_\_\_ as identification, who did take an oath, and who acknowledged that he executed the foregoing this 15 day of April, 2013.

(seal)



Jimmy Ciamillo  
JIMMY CIAMILLO

Patricia D. Kelly  
Notary Public  
Patricia D. Kelly  
Print Name

STATE OF FLORIDA       )  
                                      ) ss:  
COUNTY OF LEE        )

Before me, an officer duly qualified to take acknowledgments, personally appeared **NICHOLAS P. LIBRETTO**, who is personally known to me or who produced \_\_\_\_\_ as identification, who did take an oath, and who acknowledged that he executed the foregoing this 15 day of April, 2013.

(seal)



Nicholas P. Libretto  
NICHOLAS P. LIBRETTO

Patricia D. Kelly  
Notary Public

Patricia D. Kelly  
Print Name

STATE OF FLORIDA       )  
                                  ) ss:  
COUNTY OF LEE        )

Before me, an officer duly qualified to take acknowledgments, personally appeared **SYDNI VAN NESS**, who is personally known to me or who produced \_\_\_\_\_ as identification, who did take an oath, and who acknowledged that he executed the foregoing this 15 day of APRIL, 2013.

(seal)



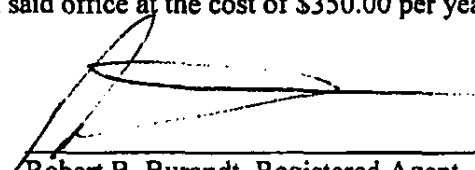
*Sydny Van Ness*  
SYDNI VAN NESS

*Patricia D. Kelly*  
Notary Public

*Patricia D. Kelly*  
Print Name

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office at the cost of \$350.00 per year.

  
Robert B. Burandt, Registered Agent

ROBERT B. BURANDT, ESQ.  
1714 CAPE CORAL PARKWAY E.  
CAPE CORAL, FL 33904

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