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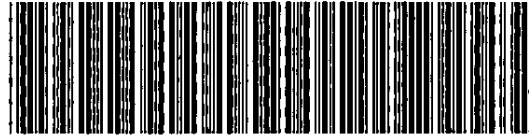
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COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: R. SAUL & ASSOCIATES, INC.

Name of Resulting Florida Profit Corporation

The enclosed Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

Martin Bubley

Contact Person

BUBLEY & BUBLEY, P.A.

Firm/Company

3820 Northdale Blvd., Suite 312

Address

Tampa, Florida 33624

City, State and Zip Code

bubleylaw@verizon.net

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

For further information concerning this matter, please call:

Martin Bubley

Name of Contact Person

at (813) 963-7735

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$105.00 Filing Fees

☐ \$113.75 Filing Fees
and Certificate of
Status

☒ \$113.75 Filing Fees
and Certified Copy

☐ \$122.50 Filing Fees,
Certified Copy, and
Certificate of Status

STREET ADDRESS:

New Filings Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF INCORPORATION

OF

R. SAUL & ASSOCIATES, INC.

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit under and by virtue of the laws of the State of Florida as contained in the Florida Business Corporation Act, Chapter 607, Florida Statutes.

ARTICLE I - NAME

The name of this corporation shall be R. SAUL & ASSOCIATES, INC.

ARTICLE II - PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office address of this corporation shall be 3010 W. Fair Oaks Avenue, Tampa, Florida 33611

The mailing address of this corporation shall be P.O. Box 10028, Tampa, Florida 33679.

ARTICLE III - DURATION

The existence of this corporation shall commence on filing of these Articles of Incorporation by the Department of State, and the period of its duration and existence shall thereafter be perpetual.

ARTICLE IV - BUSINESS, PURPOSE AND POWERS

The general nature of the business to be transacted by this corporation, or the objects or purposes of the corporation, shall be as follows:

- (a) to engage in, conduct and carry on the business of the **distribution of lighting products**, and to engage in activities which are necessary, suitable or convenient for the accomplishment of such purposes, or which are incidental thereto or connected therewith; and

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- (b) in general, to engage in and transact any and all lawful business, acts or activities for which authorized corporations may be incorporated under the laws of the State of Florida, and under the laws of any other jurisdiction where the corporation may be authorized to transact business.

This corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida, and pursuant to the laws of any other jurisdiction where the corporation may be authorized to transact business.

ARTICLE V - CAPITAL STOCK

The aggregate number of shares of capital stock authorized to be issued by this corporation shall be **one thousand (1,000) shares of common stock, with a par value of \$1.00 per share.** Each share of said stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of said shares of capital stock may be paid, in whole or in part, in cash, or in other property (tangible or intangible), at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

ARTICLE VI - REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at **3010 W. Fair Oaks Avenue, Tampa, Florida 33611.** The name of the initial registered agent of this corporation at such office shall be **CAROL COMMANDER.** This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII - BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of **not less than one (1) nor more than six (6) members (directors),** the exact number of directors to be fixed from time to time by the stockholders or the Bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. Subject to the Bylaws of this corporation, a quorum for the transaction of business at meetings of the

directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the directors. Subject to the Bylaws of this corporation, meetings of the directors may be held within or without the State of Florida. Subject to the Bylaws of this corporation, the stockholders may remove any director from office at any time with or without cause.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members, such members to hold office until their successors have been duly elected and qualified. The names and street addresses of the initial directors are:

<u>Name</u>	<u>Address</u>
RONALD ROSENTHAL	3010 W. Fair Oaks Avenue Tampa, Florida 33611
CAROL COMMANDER	3010 W. Fair Oaks Avenue Tampa, Florida 33611

ARTICLE IX - INITIAL OFFICERS

The initial officers of the corporation shall consist of President, Treasurer and Secretary. The Board of Directors shall nominate and shall vote for the following persons to hold the offices in the corporation, each of whom shall serve until their successors are elected or appointed and has qualified, to wit:

* President	-	RONALD ROSENTHAL 3010 W. Fair Oaks Avenue Tampa, Florida 33611
* Treasurer	-	CAROL COMMANDER 3010 W. Fair Oaks Avenue Tampa, Florida 33611

* Secretary

CAROL COMMANDER
3010 W. Fair Oaks Avenue
Tampa, Florida 33611

ARTICLE X - INCORPORATOR

The name and street address of the person who is to act as incorporator in making these Articles of Incorporation are:

Name

Address

RONALD ROSENTHAL

3010 W. Fair Oaks Avenue
Tampa, Florida 33611

ARTICLE XI - BYLAWS

- (a) The Board of Directors shall adopt the Bylaws for this corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.
- (b) The power to adopt, alter, amend or repeal the Bylaws of this corporation may be exercised by the Board of Directors or the stockholders in accordance with the provisions of the Bylaws.
- (c) The power to adopt, alter, amend or repeal the Bylaws of this corporation, or to adopt new Bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any Bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new Bylaw in lieu thereof may be adopted by vote of the stockholders. Any Bylaws which have been adopted by such a vote of the stockholders may provide that it shall be subsequently altered, amended or repealed only by the vote of the stockholders.
- (d) The Bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

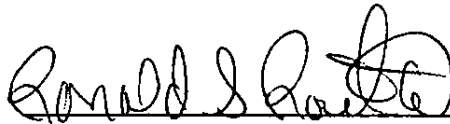
ARTICLE XII - AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ACKNOWLEDGMENT

IN WITNESS WHEREOF, the undersigned incorporator of R. SAUL & ASSOCIATES, INC., acknowledges that he has caused to be prepared and has signed the foregoing Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida, and that the statements contained therein are, to the best of his knowledge and belief, true, correct and complete.

DATED this 5th day of AUGUST, 2014.



RONALD ROSENTHAL
Incorporator

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS of Sections 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

R. SAUL & ASSOCIATES, INC.

2. The name and address of the registered agent and office are:

CAROL COMMANDER
3010 W. Fair Oaks Avenue
Tampa, Florida 33611

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE


CAROL COMMANDER

DATE

Aug 5 2014