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OF COUNSEL
ARLENE LAKIN
BOARD CERTIFIED
ELDER LAW

\* ALSO ADMITTED IN ILLINOIS

March 17, 2016

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

Re: Castle Development Services, Inc.

To Whom It May Concern:

Enclosed please find an original and one (1) copy of the Certificate of Domestication and Articles of Incorporation of Castle Development Services, Inc. and Check No. 003387 in the amount of \$128.75, as the filing fee for same.

Should you any questions regarding this transmittal, please do not hesitate to contact our office.

Very truly yours,

'Aimee Karnavas

Law Clerk

Enclosures: as noted

#### CERTIFICATE OF DOMESTICATION

**OF** 

#### CASTLE DEVELOPMENT SERVICES, INC.

The undersigned, Gary A. Pache II, being the sole Director, of Castle Development Services, Inc., a foreign corporation of the State of New Jersey (New Jersey entity identification number 0100877644), ("Corporation") in accordance with Florida Statute, § 607.1801, does hereby certify as follows:

- 1. The date on which the Corporation was first formed, incorporated, or otherwise came into being was April 25, 2002.
- 2. The jurisdiction where the above named Corporation was first formed, incorporated, or otherwise came into being was the State of New Jersey.
- 3. The name of the Corporation immediately prior to the filing of this Certificate of Domestication was Castle Development Services, Inc.
- 4. The name of the Corporation, as set forth in its Articles of Incorporation, to be filed pursuant to Florida Statute, §§ 607.0202 and 607.0401, with this Certificate, is Castle Development Services, Inc.
- 5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of this Certificate of Domestication was the Borough of Haddon Heights, Camden County, in the State of New Jersey.
- 6. Attached are Florida Articles of Incorporation to complete the domestication requirements pursuant to Florida Statute, § 607.1801.

#### **CERTIFICATION**

I, Gary A. Pache II, Director of Castle Development Services, Inc., with an address at 4431 N.E. 24<sup>th</sup> Avenue, Lighthouse Point, FL 33064, am authorized to sign this Certificate of Domestication on behalf of the Corporation and have done so on this 17<sup>th</sup> day of March, 2016.

GARY A. PACHE II, Director

# ARTICLES OF INCORPORATION OF

#### CASTLE DEVELOPMENT SERVICES, INC.

This Corporation was formed upon the filing of the original Articles of Incorporation in the State of New Jersey (New Jersey entity identification 0100877644) on April 25, 2002. Along with the Certificate of Domestication submitted contemporaneously herewith, the undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these Articles of Incorporation. These Articles of Incorporation shall supersede the original Articles of Incorporation, as may have been previously amended or restated.

#### **ARTICLE I**

#### NAME

The name of this corporation is **Castle Development Services**, **Inc.**, ("Corporation").

#### **ARTICLE II**

#### EFFECTIVE DATE, DURATION, AND FISCAL YEAR

- (A) The effective date of the Corporation shall be five (5) business days prior to the date of filing with the Florida Department of State, Division of Corporations.
- (B) This Corporation shall have perpetual existence. The Corporation shall have a fiscal year beginning January of each year.

#### ARTICLE III

#### NATURE OF THE BUSINESS

The general nature of the business to be transacted by the Corporation and the objects of and purposes of it shall be to conduct any and all lawful business which may be transacted by a Corporation.

#### ARTICLE IV

#### **POWERS**

The Corporation shall have all powers conferred by the laws of Florida on corporations.

### ARTICLE V

#### CAPITAL STOCK

The Corporation is authorized to one thousand shares (1,000) shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the Corporation. All stock shall be fully paid for when issued and shall be nonassessable.

#### ARTICLE VI

#### SHAREHOLDERS' RIGHTS

- (A) Each share of stock in the Corporation shall entitle the holder thereof to one vote at any meeting of the Corporation's shareholders.
- (B) There shall be no cumulative voting of the stock entitled to vote in the election of directors of the Corporation.
- (C) No holder of any class of stock shall have any preemptive or preferential rights to subscribe to purchase, or receive any shares of any class of stock of the Corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

#### **ARTICLE VII**

#### INITIAL REGISTERED OFFICE AND AGENT

The name and street address of the initial registered agent of the Corporation is GARY A. PACHE, II, 4431 N.E. 24<sup>th</sup> Avenue, Lighthouse Point, FL 33064.

#### ARTICLE VIII

#### PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Corporation shall be located at 4431 N.E. 24<sup>th</sup> Avenue, Lighthouse Point, FL 33064.

#### ARTICLE IX

#### NUMBER OF DIRECTORS

This Corporation shall have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the Corporation shall always have at least one (1) director. The shareholders of the Corporation may remove any director from office at any time with or without cause.

#### ARTICLE X

#### DIRECTORS AND OFFICERS

The name, title, and street address of the directors and officers of the Corporation are:

NAME TITLE ADDRESS

Gary A. Pache, II Director, President 4431 N.E. 24<sup>th</sup> Avenue Lighthouse Point, FL 33064

#### ARTICLE XI

#### TRANSACTIONS WITH CORPORATIONS

No contract or other transaction between this Corporation and any other corporation, and no other contract or transaction of this Corporation, shall in any way be affected or invalidated by the fact that any director or officer of this Corporation has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this Corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this Corporation who is also a

director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this Corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other Corporation or member of any other firm, or not so interested.

## ARTICLE XII AMENDMENT

These Articles of Incorporation may be amended at any time by vote of the majority of the voting stock of the Corporation outstanding, at any regular meeting of the shareholders, or at any special meeting of the shareholders called for that purpose.

# ARTICLE XIII INDEMNIFICATION

The Corporation shall indemnify any present or former officer or director, of person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

## ARTICLE XIV

#### ADOPTION OF ARTICLES OF INCORPORATION

These Articles of Incorporation were adopted by the shareholders. The number of votes cast for the approval by the shareholders was sufficient for approval.

**IN WITNESS WHEREOF**, the undersigned director has executed these Articles of Incorporation on March 17, 2016.

GARY A. PACHE, II, DIRECTOR

## STATEMENT OF REGISTERED AGENT ACCEPTING APPOINTMENT

Having been named as Registered Agent to accept service of process for the Corporation at the place designated, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of Florida law 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.

GARY A. PACHE, II, REGISTERED AGENT

SECHETARY OF STATE