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Florida Department of State

Division of Corporations  
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Account Name : CAPITOL SERVICES, INC.  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
FIRST PREMIER PAYMENT SOLUTIONS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	2
Estimated Charge	\$87.50

16 SEP 27 PM 2:22  
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TALLAHASSEE FL 32310

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**ARTICLES OF INCORPORATION  
OF  
FIRST PREMIER PAYMENT SOLUTIONS, INC.  
(a Florida corporation)**

DEPT. OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purposes of incorporating and organizing a corporation under the provisions of Chapter 607 of the Florida Business Corporation Act ("FBCA"), does hereby execute these Articles of Incorporation and does hereby certify as follows:

**Article I  
Corporate Name**

The name of the Corporation is First Premier Payment Solutions, Inc. (the "Corporation").

**Article II  
Purpose**

The Corporation shall engage in any business or purpose authorized under the laws of the State of Florida.

**Article III  
Period of Existence**

The period during which the Corporation shall continue is perpetual.

**Article IV  
Shares**

The aggregate number of shares of Common Stock ("Common Stock") that the Corporation is authorized to issue is 1,000 shares, each having a par value of \$0.001 per share.

**Article V  
Principal Office**

The principal place of business of the Corporation shall be 4 Arleigh Court, East Northport, New York 11731. The Board of Directors may at any time and from time to time move the principal office of the Corporation.

**Article VI  
Board of Directors**

The business of the Corporation shall be managed by its Board of Directors. The number of directors shall be fixed in the manner provided in the Bylaws of the corporation. The initial Board of Directors will consist of two (2) directors, and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor are elected and qualified are:

Name	Address
Meredith Lopez-Merlos	4 Arleigh Court East Northport, New York 11731
Paul Hayden	27600 Kings Manor Drive North, #1073 Kingwood, Texas 77339

**Article VII**  
**Liability and Indemnification of Directors and Officers**

To the fullest extent permitted by law, no director or officer of the Corporation shall be personally liable to the Corporation or its shareholders for damages for breach of any duty owed to the Corporation or its shareholders. In addition, the Corporation shall have the power, in its Bylaws or in any resolution of its stockholders or directors, to undertake to indemnify the officers and directors of this corporation against any contingency or peril as may be determined to be in the best interests of this corporation, and in conjunction therewith, to procure, at the Corporation's expense, policies of insurance.

**Article VIII**  
**Registered Agent**

The Corporation's registered agent shall be Capitol Corporate Services, Inc. and the office of the registered agent shall be 155 Office Plaza Drive, Suite A, Tallahassee, Florida 32301.

**Article IX**  
**Incorporator**

The name and address of the Corporation's incorporator is:

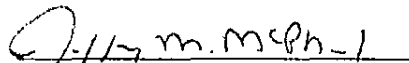
Jeffrey M. McPhaul  
Munck Wilson Mandala, LLP  
12770 Coit Road, Suite 600  
Dallas, Texas 75251

**Article X**  
**Effective Date**

This document becomes effective when filed by the Florida Department of State.

The undersigned hereby submits this document and affirms that the facts stated herein are true. The undersigned is aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Florida Statutes Section 817.155.

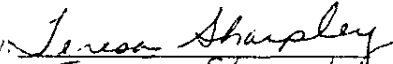
Date: September 27, 2016

  
Jeffrey M. McPhaul

**Registered Agent Acceptance of Appointment**

Having been named as registered agent to accept service of process for the above stated Corporation at the place designated in this certificate, the undersigned is familiar with and accepts the appointment as registered agent and agree to act in this capacity.

Capitol Corporate Services, Inc.

By:   
Name: Teresa Shapley  
Title: Assist. Secretary on  
behalf of  
Capitol Corporate Services, Inc.