



# RHODES TUCKER

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Respond to:  
551 S. Collier Boulevard, 2nd Floor  
Marco Island, Florida 34145  
O 239.394.5151 | F 239.394.5807

BY FIRST CLASS MAIL

November 28, 2018

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

Re: Dytec Services, Inc.

Dear Sir or Madam:

Enclosed for filing are an original and one copy of the Certificate of Domestication with attached Articles of Incorporation for the above referenced corporation.

Also, enclosed is our check numbered 3525 made payable to the Florida Department of State in the amount of \$128.75 (\$50.00 for the Certificate of Domestication and \$78.75 for the Articles of Incorporation and Certified Copy). Please indicate your filing of these documents by returning a certified copy to us in the stamped self-addressed envelope we have provided for your convenience.

As always, feel free to contact this office should you have any questions or concerns. Thank you for your time and attention to this matter.

Respectfully,



Robin Maretta  
Paralegal & Real Estate Closer

Enclosures

**CERTIFICATE OF DOMESTICATION**

The undersigned, Kenneth R. Hallo President  
(Name) (Title)

of Dytec Services, Inc. a foreign corporation,  
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was February 25, 1993.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was State of South Carolina.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Dytec Services, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is Dytec 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 the Certificate of Domestication was State of South Carolina.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am President, of Dytec Services Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 9 day of January, 2019.

Kenneth R. Hallo  
(Authorized Signature)

<b>Filing Fee:</b>	
Certificate of Domestication	\$ 50.00
Articles of Incorporation and Certified Copy	<u>\$ 78.75</u>
Total to domesticate and file	<u>\$128.75</u>

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 STATE OF FLORIDA  
 TALLAHASSEE

# ARTICLES OF INCORPORATION FOR A DOMESTIC CORPORATION

*Pursuant to the laws of the State of Florida, to wit Fla. Stat. Ch. 607, the undersigned executes the following articles for purposes of forming a corporation:*

## ARTICLE I

The name of the corporation is:

Dytec Services, Inc.

## ARTICLE II

The principal office shall be located at:

12992 Milford Pl.  
Ft. Myers, FL 33913

The mailing address is:

12992 Milford Pl.  
Ft. Myers, FL 33913

## ARTICLE III

The corporation shall adopt bylaws that conform to these Articles by unanimous consent of the initial shareholders. The Bylaws shall always be construed to conform to these Articles. If any clause or term in the Bylaws cannot be reasonably construed to conform to these Articles, each offensive clause or term of the Bylaws shall be stricken as if it had never been adopted into the Bylaws so that the Bylaws conform to these Articles. The Bylaws may address matters not specifically precluded by these Articles and shall otherwise be amendable. This Article controls all contradictory provisions of the other Articles, if any.

## ARTICLE IV

Pursuant to Fla. Stat. §§ 607.0731(1) and 607.0730(1)(a), the corporation will have no board of the directors, but shall, instead, act under the direction of the shareholders, always pursuant to these Articles and the Bylaws.

## ARTICLE V

The total authorized shares:

1. Common Shares: 1,000  
Class A shares with a \$1.00 par value  
No other classes are authorized
2. Preferred Shares: None  
authorized

The shares in the corporation shall be of one class, each share maintaining proportional voting rights. Distributions shall be made in accordance with the Florida Business Corporation Act and as otherwise specified in these Articles and the Bylaws.

Except because of the provisions governing the admittance of new shareholders by unanimous vote and subject to the shareholder shortfall provisions of these Articles and the Bylaws, each shareholder shall have preemptive rights to purchase shares in cash pro rata based on the shareholder's proportional voting rights pursuant to any offering by the corporation.

The Bylaws will contain mandatory cash call provisions as specified in the Bylaws on the Bylaws' effective date, as each is amended.

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TALLAHASSEE, FLORIDA

Except as provided in the Bylaws on the Bylaws' effective date, the shares shall be further limited in that all shares, including every portion thereof, shall be subject to the corporation's and the shareholders' rights of first refusal as expressed in the Bylaws on the Bylaws' effective date.

The shares are further limited in that all shareholders must be natural persons and citizens of the United States of America who must consent to an election to be treated as a small business corporation within the meaning of Subchapter S of the Internal Revenue Code of 1986, as amended, ("IRC") by executing all documents necessary to effect the IRC Subchapter S election.

The shares shall have no other limitations other than those specifically mandated by the Florida Business Corporation Act or as specified in these Articles or the Bylaws.

#### ARTICLE VI

The initial registered agent is:

RT Corporate Services LLC

Service of process may be made on the registered agent at:

2407 Periwinkle Way, Ste 6  
Sanibel FL 33957

#### ARTICLE VII

The incorporator is

Kenneth R. Hallo

The address of the incorporator is:

c/o Rhodes Tucker Phoenix Chartered  
2407 Periwinkle Way, Ste 6  
Sanibel FL 33957

#### ARTICLE VIII

The corporation may engage in any activity permitted by the Florida Business Corporation Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the corporation acts.

#### ARTICLE IX

In accordance with the dividend distribution rules of the Bylaws, the corporation shall distribute to the shareholders, prior to the 15<sup>th</sup> day of the calendar month following the close of each calendar quarter, or as soon thereafter as possible as in accordance with the IRC, ("Tax Distribution Date") the amount that the corporation will distribute to the shareholders on the Tax Distribution Dates, and is 50% of the lesser of (i) the Net Cash Flow, as defined infra, if any; or (ii) "Ordinary business income (loss)," as defined by and calculated in accordance with the IRC on Department of the Treasury, Internal Revenue Service Form 1065, U.S. Return of Partnership Income multiplied by the highest income tax rate set forth in IRC 1 (but in no event will the corporation make a negative distribution as a result) ("Tax Distribution"). The shareholders may forego or reduce the Tax Distribution for any particular Tax Distribution Date upon a unanimous vote within 30 days of the particular Tax Distribution Date for which the shareholders consider foregoing or reducing a Tax Distribution; but, the Tax Distribution requirements of this Article shall never be waived, estopped or otherwise prevented by any preceding election by the shareholders to forego or reduce a Tax Distribution.

"Net Cash Flow" means the lesser of (i) the net change of the corporation's cash balances during the prior taxable year calculated in accordance with generally accepted accounting principles; and (ii) the corporation's cash balances at the end of the year, less reasonable reserves for working capital and projected cash

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requirements, including projected expenses and contingent liabilities, but not including capital investments and reinvestments that are not necessary to the corporation as a going concern, all calculated in accordance with generally accepted accounting principles as limited by the IRC. The balance of Net Cash Flow, if any, may be distributed to each shareholder in proportion to the shares at times and in amounts as shareholders determine in accordance with the Bylaws.

Shareholders may, by a majority Vote, compel the corporation to make distributions of specified amounts and property, and at specified times.

No withdrawing shareholder is entitled to receive any distribution or the value of the shareholder's shares as a result of withdrawal from the corporation prior to the corporation's liquidation, except as specifically provided in the Bylaws.

No shareholder is entitled to the return of, or interest on, that shareholder's capital contributions, except as otherwise provided in the Bylaws.

#### ARTICLE X

If shares are certificated, all stock certificates shall clearly bear legends indicating that the shares are issued subject to restrictions on transferability, in reliance upon the existence of

exemptions from federal and state securities laws and with other rights, limitations, preferences and elections as expressed in these Articles.

#### ARTICLE XI

Additional shareholders may be admitted to the corporation upon the unanimous vote of all of the shareholders of the corporation.

#### ARTICLE XII

Except as a result of business operations, these Articles and the Bylaws shall always be construed such that the corporation will qualify for and continue to satisfy the requirements of IRC Subchapter S, including Department of the Treasury, Internal Revenue Service regulations, rulings, procedures and other pronouncements thereunder. If any clause or term in these Articles or the Bylaws cannot be reasonably construed to conform to IRC Subchapter S, each offensive clause or term of these Articles or the Bylaws shall be stricken as if it had never been adopted into these Articles or the Bylaws so that these Articles or the Bylaws conform to IRC Subchapter S.

#### ARTICLE XIII

The Articles may only be amended, superceded or repealed upon the unanimous vote, or unanimous, written, affirmative consent, of all of the shareholders.

#### ACKNOWLEDGMENT

I, the incorporator of the corporation, and without personally assuming or ratifying any prior contracts or promises made on behalf of the corporation by any person or entity prior to the corporation's formation, if any, execute these Articles.

Dated 1/9/2019

  
Kenneth R. Hall

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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
Dytec Services, Inc

I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Fla. Stat. Ch. 607 that are associated with the appointment.

RT Corporate Services LLC  
a Florida limited liability company

By: [Signature]  
Charles PT Phoenix, its Manager

Dated 1/15/2019

State of Florida        )  
County of Lee         )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, as Manager of RT Corporate Services LLC, and on behalf of RT Corporate Services LLC, and he is known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 15 day of January, 2019.

[Signature]  
Notary Public, State of Florida  
My commission number is  
My commission expires



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