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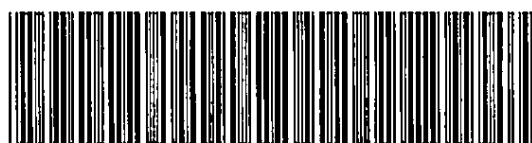
(Business Entity Name)

(Document Number)

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COVER LETTER

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

SUBJECT: CUSTOM CLIMATE SYSTEMS, 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 ☒ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☐ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Robert W. Browning, Jr.

Name (Printed or typed)

One N. Tuttle Ave.

Address

Sarasota, FL 34237

City, State & Zip

(941)-951-0707

Daytime Telephone number

rwbrowningjr@aol.com

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

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

ARTICLES OF INCORPORATION
OF
CUSTOM CLIMATE SYSTEMS, INC.

ARTICLE ONE. NAME

The name of the corporation is Custom Climate Systems, Inc.

ARTICLE TWO. PURPOSE

The corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE THREE. POWERS

The corporation shall have all of the powers enumerated in the Florida General Corporation Act.

ARTICLE FOUR. CAPITAL STOCK

(A) This corporation is authorized to issue 10,000 shares of voting common stock (the "Common Stock") which shall have par value of \$ 1.00 per share.

(B) This corporation is also authorized to issue 1,200 shares of convertible preferred stock (the "Preferred Stock") which shall have a par value of \$ 187.50 per share and which shall be issued in one series.

The rights, preferences, privileges, restrictions, and other matters relating to the Preferred Stock are as follows:

(1) Dividend Rights

(a) Holders of Preferred Stock, in preference to holders of the Common Stock of the Company, shall be entitled to receive when and as declared by the Board of Directors (but only out of funds legally available therefor) a cash dividend at the rate of 13.5% per share per annum based on the original issue price of their Preferred Stock. The original issue price of the Preferred Stock shall be \$ 187.50 per share. Such dividends shall be payable only when out of funds legally available, and as declared by the Board of Directors and shall be cumulative.

(b) So long as any Preferred Stock shall be outstanding, no dividend, whether in cash or property, shall be paid or declared on the Common Stock until the dividends described in the preceding subparagraph (a) have been paid or declared (and set apart).

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TALLAHASSEE, FL

(2) Voting Rights

(a) Except as otherwise provided herein, the Preferred Stock shall no voting rights except as stated below.

(b) The vote or consent of the holders of at least a majority of the outstanding Preferred Stock shall be necessary for effecting or validating the following actions:

(i) any amendment, alteration or repeal of any provision of the Articles of Incorporation which materially alters the preferences or other special rights or privileges or restrictions of the Preferred Stock so as to affect them adversely;

(ii) any increase in the authorized number of shares of Preferred Stock;

(iii) any authorization or designation of any new class or series of stock senior to the Preferred Stock in right of redemption, liquidation preference, voting, or dividends, or any increase in the authorized or designated number of any such new class or series.

(3) Liquidation Rights

(a) in the event of any liquidation, dissolution, or winding up of the affairs of the corporation, whether voluntary or involuntary, the holders of Preferred Stock shall be entitled to be repaid in full (ie, to the extent of the issue price of their preferred shares) before any distribution or payment shall be made to the holders of the common shares of the corporation and, thereafter, the remaining assets and funds shall be distributed wholly to the common shareholders based on their common stock ownership;

(b) in the event of any voluntary or involuntary liquidation, dissolution, or winding up of the affairs of the corporation, if the assets are insufficient to prevent the full payment to the holders of the Preferred Stock, the Preferred Stockholders shall share ratably in any distribution of assets in proportion to their ownership of the Preferred Stock.

(4) Conversion Rights

(a) At any time prior the May 1, 2022, any shares of Preferred Stock may, at the option of the holder, be converted into fully-paid and nonassessable shares of Common Stock. The shares shall be convertible on the basis of one share of Common Stock for each one share of Preferred Stock converted. A Preferred Stockholder may accomplish the conversion by delivering to the Corporation's secretary a duly endorsed stock certificate representing the Preferred Stock (s)he wishes to convert along with instructions as to the number of shares the Preferred Stockholder wishes to convert. The conversion shall be deemed to have been made effective as of the date of delivery of the Preferred Stock. The Preferred Stock being converted shall only be entitled to receive dividends on the Preferred Stock being converted through the effective date of the conversion.

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(b) The Corporation shall, at all times, have available authorized but unissued shares in an amount sufficient to convert all of the then outstanding Preferred Stock into Common Stock.

(c) No shares of Preferred Stock acquired by the Corporation by reason of redemption, purchase, conversion, or otherwise shall be reissued.

(5) Redemption Rights

(a) Should any Preferred Stock fail to be converted prior to May 1, 2022, Corporation shall have the right, at any time, to redeem those shares at par value with ten (10) days written notice, with the owner of the stock being entitled to receive dividends on said shares up to and including the day that the redemption occurs.

ARTICLE FIVE. PRINCIPAL OFFICE

The street address of the principal office of the corporation is 13109 Alishia Ct., Spring Hill, FL 34609.

ARTICLE SIX. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of this corporation is One N. Tuttle Ave., Sarasota, FL 34237 and the name of the registered agent of the corporation at that address is Robert W. Browning, Jr.

ARTICLE SEVEN. DIRECTORS AND OFFICERS

The initial officer and director of the corporation is as follows:

Derrick S. Rushnell
President, Secretary-Treasurer, and Director
13109 Alishia Ct.
Spring Hill, FL 34609

ARTICLE EIGHT. INCORPORATOR

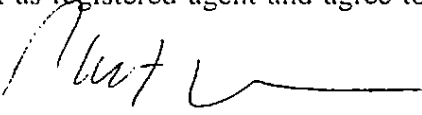
The name and address of the Incorporator of the Corporation is Robert W. Browning, Jr., One N. Tuttle Ave., Sarasota, FL 34237.

ARTICLE NINE. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment to them, in the manner described herein, or by law, and any right conferred upon the shareholders is subject to this reservation.

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

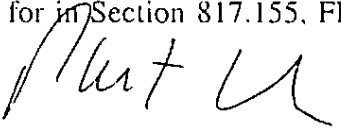


Robert W. Browning, Jr., Registered Agent

3/25/19

Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Robert W. Browning, Jr., Incorporator

3/25/19

Date

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