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OCT 17 2019

FLORIDA PROFIT/NON PROFIT CORPORATION  
DV Power, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

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## **ARTICLES OF INCORPORATION FOR A FLORIDA CORPORATION**

The undersigned Incorporator, pursuant to the provisions of Chapter 607 of the Florida Statutes also known as the Florida Business Corporation Act (the "Act") desires to form a corporation under the laws of the State of Florida by delivering to the Department of State of the State of Florida these Articles of Incorporation, in accordance with the provisions of the Act.

### **ARTICLE ONE NAME**

The name of the corporation, that satisfies the requirements of the Act, is:  
DV Power, Inc.

### **ARTICLE TWO ADDRESSES**

The principal office address of DV Power, Inc. (the "Corporation"), is:  
311 Altamonte Commerce Boulevard, Unit 1618  
Altamonte Springs, FL 32714

The mailing address of the Corporation is:  
311 Altamonte Commerce Boulevard, Unit 1618  
Altamonte Springs, FL 32714

### **ARTICLE THREE STOCK**

The total number of shares of stock that the Corporation has authority to issue will be 100 shares of Common Stock without par value, all of one class.

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**ARTICLE FOUR  
REGISTERED AGENT**

The name and address of the Corporation's initial Registered Agent in the State of Florida is:

Assured Compliance Services, LLC  
214 S. Park Avenue, Second Floor  
Winter Park, Florida 32789

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. This acceptance is made pursuant to Section 607.0501(3) of the Act.

ASSURED COMPLIANCE SERVICES,  
LLC.

By:   
Philip K. Calandrino, Manager

**ARTICLE FIVE  
STOCK TRANSFER RESTRICTIONS**

Except as otherwise provided in the Bylaws or in a separate agreement among the stockholders, no stockholder may sell, assign, pledge, or otherwise transfer any of the Corporation's shares of stock or any right or interest in them, whether voluntarily, by operation of law, by gift, or otherwise.

**ARTICLE SIX  
INCORPORATOR**

The name and address of the Incorporator is as follows:

Philip K. Calandrino  
Forward Law Firm, P.A.  
d/b/a Forward Law Firm  
214 South Park Avenue, Second Floor  
Winter Park, Florida 32789

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## **ARTICLE SEVEN BOARD OF DIRECTORS**

The Board of Directors will have at least one Director. Newly created directorships resulting from any increase in the authorized number of Directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office, or other cause will be filled by a majority vote of the remaining Directors, though less than a quorum. These interim Directors will hold office for a term that expires at the next annual meeting of stockholders, at which time the stockholders will elect the successors.

The Board of Directors will fix by resolution the compensation or salary paid for attendance at each regular or special meeting of the Board in which a Director actually participates. Each Director will be reimbursed for all out-of-pocket expenses reasonably incurred in connection with performing the duties of a Director.

## **ARTICLE EIGHT PURPOSES**

The Corporation is formed to engage in any business lawful and permitted under the laws of the State of Florida, and to do anything corporations are permitted to do under provisions of the Act, as amended from time to time.

## **ARTICLE NINE PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation have preemptive rights to acquire additional shares and may further outline their preemptive rights in a written agreement amongst themselves.

## **ARTICLE TEN DURATION**

The Corporation's duration is perpetual.

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#### **ARTICLE ELEVEN RELEASE FROM PERSONAL LIABILITY**

A Director will not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a Director, except liability for:

- the amount of a financial benefit received by a Director to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director votes that is not lawful under Florida law; or
- an intentional violation of criminal law.

#### **ARTICLE TWELVE INDEMNIFICATION**

The Corporation must indemnify every Director or officer—and his or her heirs, executors, and administrators—against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any civil or criminal action, suit, or proceeding to which he or she may be made a party by reason of having been a Director or officer of the Corporation. But this indemnification excludes any action resulting in the liability of the Corporation for:

- a financial benefit received by a Director or officer to which he or she is not entitled under Florida law;
- an intentional infliction of harm on the Corporation or the shareholders, individually or collectively;
- any distribution for which a Director or officer votes or approves that is not lawful under Florida law; or
- an intentional violation of criminal law.

#### **ARTICLE THIRTEEN POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

The Corporation's Board of Directors holds the exclusive power to make, alter, amend, or repeal the Corporation's Bylaws.

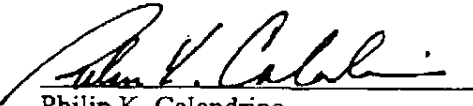
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**ARTICLE FOURTEEN  
EFFECTIVE DATE**

These Articles of Incorporation are made effective on October 16, 2019.

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 §817.155, Florida Statutes.

  
Philip K. Calandrino  
Incorporator

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