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(Requestor's Name)

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(City/State/Zip/Phone #)

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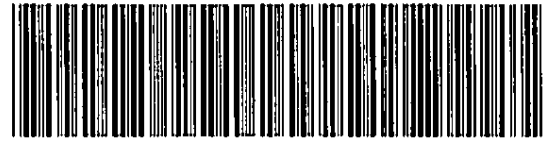
(Business Entity Name)

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TALLAHASSEE, FL

8/3/21

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COVER LETTER

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

SUBJECT: IcleTest, 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
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: Marshall Berner
Name (Printed or typed)

4830 W. Kennedy Blvd Suite 600
Address

Tampa FL 33609.
City, State & Zip

863-228-3265
Daytime Telephone number

mberner@CaplinFirm.com
E-mail address: (to be used for future annual report notification)

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

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TALLAHASSEE, FL

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ARTICLES OF INCORPORATION

OF

ICLETEST, INC.

ARTICLE I

Name

The name of the corporation shall be: IcleTest, Inc.

ARTICLE II

Duration

This corporation shall have perpetual existence, and the corporate existence will commence on the filing of these Articles by the Florida Secretary of State, Division of Corporations.

ARTICLE III

Corporate Purpose

This corporation is organized for the purpose of transacting all lawful business, including the sale of goods.

ARTICLE IV

Principal Office and Mailing Address

1. The principal office of the corporation shall be:

3030 N. Rocky Point Drive W., Suite 150
Tampa, Florida 33607

2. The mailing address of the corporation shall be:

3030 N. Rocky Point Drive W., Suite 150
Tampa, Florida 33607

ARTICLE V

Initial Registered Office and Agent

1. The street address of the initial registered office of this corporation shall be:

4830 W. Kennedy Boulevard, Suite 600

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TALLAHASSEE, FL

Tampa, Florida 33609

2. The name of the initial registered agent of this corporation at that address shall be:

Marshall R. Berner, Esq.

ARTICLE VI **Capital Stock**

1. This corporation is authorized to issue 2,000 shares of common stock.

2. Each holder of common stock has one vote with respect to each share of stock held by him or her of record on the books of the corporation on all matters voted on by the shareholders.

3. Any person, after becoming the owner or holder of any shares of common stock or other securities having voting rights issued by this corporation (a "Shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations, or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida or of the United States hereafter adopted that have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend, or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted, or allowed by such legislative enactments.

ARTICLE VII **Initial Board of Directors**

1. To the extent allowed under section 607.0732, *Florida Statutes*, the affairs of the corporation shall be governed by a Board of Directors consisting of no fewer than one nor more than five directors, each being natural persons of the age of eighteen years or older, who shall be elected in accordance with the shareholders' agreement (the "Agreement"), of the corporation. Subject to such limitations, the number of directors shall be fixed by or in the manner provided in the Agreement, as may be changed from time to time, except as to the number constituting the initial board which number shall be one. The Shareholders of this corporation, by majority vote, may remove directors from office at any time with or without cause. The board of directors' authorization to manage the business and affairs of the corporation shall be limited as provided by the Agreement and as allowed by law.

2. The name(s) and addresses of the initial board of directors are as follows:

<u>Name</u>	<u>Address</u>
Angsumalin Wetzel	3030 N. Rocky Point Drive W., Suite 150 Tampa, Florida 33607

ARTICLE VIII
Director Liability

A director or officer of the corporation shall not be personally liable to the corporation or its shareholders for monetary damage for breach of fiduciary duty as a director or officer, except for liability for: (i) any breach of the director's or officer's duty of loyalty to the corporation or its shareholders; (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (iii) violation of criminal law, unless the director or officer had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or (iv) for any transaction from which the director or officer derived an improper personal benefit.

ARTICLE IX
Incorporator

1. The name and address of the person signing these Articles is:

MARSHALL R. BERNER
4830 W. Kennedy Boulevard, Suite 600
Tampa, Florida 33609

2. The power of the incorporator shall terminate on the filing of the Articles of Incorporation of the corporation with the office of the Secretary of State of Florida.

ARTICLE X
Indemnification

This corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

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ARTICLE XI
Amendment of Article of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred on the Shareholders herein are subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 26th day of July, 2021.



MARSHALL R. BERNER

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

**CERTIFICATE DESIGNATING REGISTERED OFFICE
FOR THE SERVICE OF PROCESS WITHIN THIS
STATE AND NAMING AGENT UPON WHOM SERVICE MAY BE SERVED**

This Certificate is submitted pursuant to sections 48.091, 607.0501, and 617.0501, *Florida Statutes*, as follows:

IcleTest, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in its Articles of Incorporation, in the City of Tampa, County of Hillsborough, State of Florida, has named MARSHALL R. BERNER, of 4830 W. Kennedy Boulevard, Suite 600, Tampa, Florida 33609, as its agent to receive service of process within this State.

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TALLAHASSEE, FL**

ACKNOWLEDGMENT:

Having been named to receive Service of Process for the above-named corporation at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said Act.



MARSHALL R. BERNER

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