

Florida Department of State

P23000059262

Division of Corporations
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To: Division of Corporations
Fax Number : (850)617-6381

From: Account Name : FORWARD LAW FIRM,P.A.
Account Number : I20090000062
Phone : (407)621-4200
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FLORIDA PROFIT/NON PROFIT CORPORATION

Zeller Companies, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	06
Estimated Charge	\$78.75

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**ARTICLES OF INCORPORATION
FOR A FLORIDA
FOR PROFIT 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 named Zeller Companies, Inc. ("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:
Zeller Companies, Inc.

**ARTICLE TWO
ADDRESSES**

The principal office address of the Corporation, is:
13194 US Hwy 301 S, PMB 421
Riverview, FL 33578

The mailing address of the Corporation is:
13194 US Hwy 301 S, PMB 421
Riverview, FL 33578

**ARTICLE THREE
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.

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**ARTICLE FOUR
DURATION**

The Corporation's duration is perpetual.

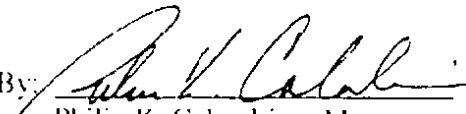
**ARTICLE FIVE
REGISTERED AGENT**

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

Assured Compliance Services, LLC
1615 Woodward St.
Orlando, FL 32803

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

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STATE OF FLORIDA
CORPORATION DIVISION

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**ARTICLE SIX
AUTHORIZED STOCK**

The total number of shares of stock that the Corporation has authority to issue will be 100,000 shares of Common Stock without par value, all of one class.

**ARTICLE SEVEN
PREEMPTIVE SHAREHOLDER RIGHTS**

The shareholders of the Corporation do not have preemptive rights to acquire additional shares issued by the Corporation.

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**ARTICLE EIGHT
STOCK TRANSFER RESTRICTIONS**

Except as otherwise provided in these Articles, the Act, the Bylaws or in a separate agreement among the shareholders, no shareholder 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 NINE
CERTIFICATES OF STOCK**

Notwithstanding any oral or written agreement to the contrary, the Corporation shall not issue stock without certificates, pursuant to Section 607.0626 of the Act. A person or entity who is a prospective shareholder of the Corporation does not attain status as a shareholder unless the Corporation has issued a certificate evidencing the Common Stock owned by that person or entity. The certificate need not be sealed. The certificate may be dated on a date that is different from the date of its execution, and, if so dated, a prospective shareholder's status as a shareholder is thereby made effective retroactively or prospectively according to the date written on the certificate. The certificate shall be in digital form and maintained by the Corporation.

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**ARTICLE TEN
EFFECTS OF FORECLOSURE OR CHARGING ORDER ON STOCK**

As long as the Corporation has more than one shareholder, the remedy of foreclosure or charging order on a judgment debtor's interest in the Corporation or against rights to distribution or dividends from the Corporation is not available, and if any attempt to foreclose on a shareholder's interest is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall immediately purchase the foreclosed interest, and the purchase price shall be \$1.00, provided that a shareholder remains owner of the Corporation. If any attempt to enforce a charging order is successful, and the creditor is not a shareholder of the Corporation or a party controlled or under the direction of a shareholder of the Corporation, the Corporation shall no longer issue distributions of profits or losses to the shareholder effected by such an order, until the effect of such an order is removed. Such distributions of profit and losses which would normally be issued to such shareholder effected by a charging order, but are withheld, shall be distributed to

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the remaining shareholders on a pro rata basis. Nothing in this section should be construed to reduce shareholder's debtor rights under the law.

**ARTICLE ELEVEN
SECURITY INTEREST**

No party is granted a consensual security interest in the corporation or its assets to pursue the remedies available to a secured creditor without the written approval of all the corporation's directors.

**ARTICLE TWELVE
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
175 Lookout Place, Suite 100
Maitland, Florida 32751

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FBI
FALL MASSEY, FLORIDA

**ARTICLE THIRTEEN
BOARD OF DIRECTORS**

The Board of Directors will have at least one Director and may have more Directors as outlined by the Corporation's Bylaws. 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 or special meeting of shareholders, at which time the shareholders 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.

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**ARTICLE FOURTEEN
LIMITATIONS ON AUTHORITY OF BOARD OF DIRECTORS**

Even after due authorization, approval, or advice of the action by the Board of Directors as required by law, any of the following corporate actions also require approval by the shareholders by an affirmative vote of a majority of the votes entitled to be cast to be effective and valid:

- Election and removal of Directors.

**ARTICLE FIFTEEN
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.

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CLERK OF DISTRICT COURT
NINTH JUDICIAL CIRCUIT
TALLAHASSEE, FLORIDA

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**ARTICLE SIXTEEN
INDEMNIFICATION**

The Corporation must indemnify every Director and/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.

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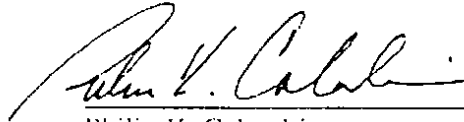
**ARTICLE SEVENTEEN
POWER TO ENACT, AMEND, AND REPEAL BYLAWS**

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

**ARTICLE EIGHTEEN
EFFECTIVE DATE**

These Articles of Incorporation are made effective as of the date filed with the state.

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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