

# P4500004770

AMERILAWYER<sup>®</sup>

(Requestor's Name)  
 343 ALMERIA AVENUE  
 (Address)  
 CORAL GABLES, FL 33134 - (305) 445-2700  
 (City, State, Zip) (Phone #)

OFFICE USE ONLY

100001388961  
 -01/19/95--01025--009  
 \*\*\*4.00.00 \*\*\*20.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. LANDTECH CONSULTING SERVICES, INC.  
 (Corporation Name) (Document #)
2. \_\_\_\_\_  
 (Corporation Name) (Document #)
3. \_\_\_\_\_  
 (Corporation Name) (Document #)
4. \_\_\_\_\_  
 (Corporation Name) (Document #)

- ☒ Walk in    ☐ Pick up time 2:30    ☐ Certified Copy  
☐ Mail out    ☐ Will wait    ☐ Photocopy    ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
 95 JAN 19 PM 12:42  
 SECRETARY OF STATE  
 TALLAHASSEE, FLORIDA

T. BROWN JAN 19 1995

Examiner's Initials

ARTICLES OF INCORPORATION  
OF

LANDTECH CONSULTING SERVICES, INC.

FILED  
95 JAN 19 PM 12:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is LANDTECH CONSULTING SERVICES, INC.

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 116 Aleta Drive, Belleair Beach, Florida 34634 and the mailing address is Post Office Box 1022, Largo, Florida 34649.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

ARTICLE 5 - PRESIDENT

The initial President of the Corporation shall be Christopher B. Phillips whose address shall be the same as the principal office of the Corporation.



## ARTICLE 6 - CORPORATE CAPITALIZATION

6.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

6.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the board of directors may deem advisable in connection with such issuance.

6.3 The board of directors of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

6.4 The board of directors of the Corporation may, by articles supplementary, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## ARTICLE 7 - SUB-CHAPTER S CORPORATION

The Corporation may elect to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

7.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of the other shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the Internal Revenue Code of 1986, as amended.

7.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:



"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 8 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 9 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 10 - TITLE**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 12 - BYLAWS**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.



### ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

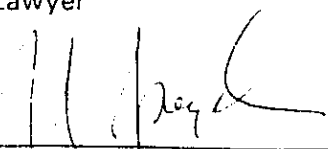
IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,  
Chartered doing business as  
AmeriLawyer®

By:   
\_\_\_\_\_  
Lawrence J. Spiegel, President

ARTSUB



**PHILLIPS**  
ENVIRONMENTAL  
SERVICES INC.

P95000004770

June 12, 1995

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

100001577191  
-09/05/95--01041--014  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: LandTech Consulting Services, Inc.  
Amendment to Articles of Incorporation

Dear Sir/Madam:

Enclosed please find Articles of amendment to Articles of Incorporation of LandTech Consulting Services, Inc.

Please record the filing and forward an official copy fo. our files.

Should you have any questions, please contact me at (813) 596-6784.

Sincerely,

PHILLIPS ENVIRONMENTAL  
SERVICES, INC.



Christopher Phillips  
President

CP/db

enclosure

FILED  
1995 AUG 30 PM 12:11  
DIVISION OF STATE  
TALLAHASSEE, FLORIDA

Name change  
NFS

~~\$ 1053,502,1071,671~~



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

FILED

1995 AUG 30 PM 12:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

July 25, 1995

Christopher Phillips  
% PHILLIPS ENVIRONMENTAL SERVICES, INC.  
Post Office Box 1022  
Largo, FL 34649-1022

SUBJECT: LANDTECH CONSULTING SERVICES, INC.  
Ref. Number: P95000004770

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

If you have any questions concerning the filing of your document, please call (904) 487-6910.

Louise Flemming-Jackson  
Corporate Specialist Supervisor

Letter Number: 295A00035354

**PHILLIPS**  
ENVIRONMENTAL  
SERVICES INC

FILED

1995 AUG 30 PM 12:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

August 28, 1995

Ms. Louise Flemming-Jackson  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: LandTech Consulting Services, Inc.  
Amendment to Articles of Incorporation

Dear Ms. Flemming-Jackson:

Enclosed please find revised Articles of Amendment to the Articles of Incorporation of LandTech Consulting Services, Inc.

As you will can see from your attached letter dated July 25, 1995, our nam was too close to another corporation, so the Amendment was not filed.

This time I have added the word "Consulting" to the proposed corporate name. As we discussed, this would be sufficient.

Also enclosed is my check in the amount of \$35.00 for the filing fee. Please record the filing and forward an official copy for my file.

Should you have any questions, please contact me at (813) 596-6784.

Sincerely,

**PHILLIPS ENVIRONMENTAL CONSULTING  
SERVICES, INC.**



Christopher Phillips  
President

CP/db

enclosure



**PHILLIPS**  
ENVIRONMENTAL  
SERVICES INC.

FILED

1995 AUG 30 PM 12:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF AMENDMENT TO  
ARTICLES OF INCORPORATION OF  
LANDTECH CONSULTING SERVICES, INC.**

The Articles of Incorporation of LandTech Consulting Services, Inc. (the "Corporation") are hereby amended under the laws of the State of Florida.

1. The name of the Corporation is LandTech Consulting Services, inc.
2. Article 1 of the Articles of Incorporation of the Corporation is hereby amended to read as follows:

**Article 1 - Name**

The name of the Corporation shall be Phillips Environmental Consulting Services, Inc.

3. The date the foregoing Amendment shall become effective shall be April 1, 1995.
4. The date of adoption of the amendment by the shareholder, including the effective date thereof, was March 10, 1995.

Dated this 10th day of March 1995.

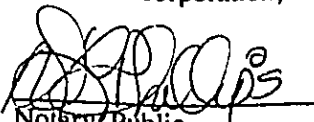
**LANDTECH CONSULTING SERVICES, INC.**

By: 

**Christopher Phillips**  
President/Secretary

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 10th day of March, 1995,  
by Christopher B. Phillips, the President and Secretary of LandTech Consulting Services, Inc.,  
a Florida corporation, on behalf of the corporation.

  
Notary Public

My Commission expires:



DIANE B. PHILLIPS  
MY COMMISSION # CC474578 EXPIRES  
June 20, 1999  
BONDED THRU TROY FAH INSURANCE, INC.