

TRANSMITTAL LETTER

95000010223

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

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-02/06/95 --01034 --001

****131.25 ****131.25

SUBJECT: Filing of Articles for HOST Systems, Inc.
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check
for :

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☒ \$131.25
Filing Fee,
Certified Copy
& Certificate

FROM:

Richard L. Moyle

Name (printed or typed)

604 S.W. 75th Avenue

Address

North Lauderdale, FL 33068

City, State & Zip

(305) 720-2857

Daytime Telephone number

FILED
1995 FEB -3 PM 2:38
TALLAHASSEE, FL

95000010223
2/07/95

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

{ARTICLES of INCORPORATION}
OF

HOST SYSTEMS, Incorporated

FILED
1995 FEB -3 PM 2:38
TALLAHASSEE, FLA.

ARTICLE I
ESTABLISHMENT OF NEW COMPANY

SECTION 1.1. Incorporation.

The new company shall be known as "HOST SYSTEMS, Incorporated".

SECTION 1.2. Incorporators. The names and street address of the incorporators to these articles of incorporation are:

Richard L. Moyle		Elizabeth H. Moyle
604 S.W. 75th Avenue	<u>and</u>	604 S.W. 75th Avenue
North Lauderdale, FL 33068		North Lauderdale, FL 33068

SECTION 1.3. Address and phone number of Corporation.

The principle office of the Corporation in the State of Florida shall be located in the city of North Lauderdale, County of Broward. The Corporation may have such other offices, either within or without of Broward County and the State of Florida, or have an address for the sole purpose of receiving mail and/or deliveries, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The address of the principle office for purposes of this section is:

604 SW 75th Avenue,
North Lauderdale, Florida 33068
Phone: (305) 720-2857

SECTION 1.4. Initial Registered Agent and Initial Registered Office Street Address. The initial registered agent of HOST SYSTEMS, Incorporated and the initial registered office street address for purposes of this section is:

Richard L. Moyle
604 S.W. 75th Avenue
North Lauderdale, Florida 33068

ARTICLE I
ESTABLISHMENT OF NEW COMPANY
cont.

SECTION 1.5. The Corporation shall function as a Sub Chapter S Corporation Pursuant to Section 1362 of the Internal Revenue Code.

Section 1.6. Intent of the Corporation.

HOST SYSTEMS, Incorporated shall be dedicated to the service business for home owners and businesses at a fair profit. We shall strive to provide the type of service that we ourselves would appreciate in our personal purchases of goods and services. We shall never knowingly provide substandard service or use faulty equipment, nor shall we ever knowingly break or try to circumvent the laws of the State of Florida or the county and city in which we are transacting business.

ARTICLE II
SHAREHOLDERS

SECTION 2.1. Corporation Shares. The number of shares issued by the Corporation shall be 1000 (one thousand) at \$1.00 (one dollar) par value.

SECTION 2.2. Annual Meeting. The annual meeting of the shareholders shall be held on the fifteenth day in the month of May in each year, beginning with the year 1995, at the hour of 12:00 o'clock noon, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting.

SECTION 2.3. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, may be called by the President or by the Board of Directors, and shall be called by the President at the request of the holders of not less than twenty percent (20%) of all the outstanding shares of the Corporation entitled to vote at the meeting.

SECTION 2.4. Place of meeting. The Board of directors may designate any place, either within or without the State of Florida as the place of meeting for any annual meeting or for any special meeting. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Florida as the place for holding such meeting. If no designation is made, the place of meeting shall be the principle office of the Corporation.

ARTICLE II
SHAREHOLDERS Cont.

SECTION 2.5. Notice of meeting. Notice of any meeting shall be given at least three (3) days prior to the meeting and such notice may be given in person or over the telephone.

SECTION 2.6. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. At such meeting at which a quorum shall be present or represented, any business may be transacted.

SECTION 2.7. Proxies. At all meetings of shareholders, a shareholder may vote in person or by proxy executed in writing by the shareholder or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting. A meeting of the Board of Directors may be had by means of a telephone conference or similar communications equipment by which all persons participating in the meeting can hear each other, and participation in a meeting under such circumstances shall constitute presence at the meeting.

SECTION 2.8. Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

SECTION 2.9. Voting of Shares by Certain Holders. Shares held by an administrator, executor, guardian or conservator may be voted by him, either in person or by proxy, without a transfer of such shares into his name.

Shares of its own stock belonging to the Corporation shall not be voted, directly or indirectly, at any meeting, and shall not be counted in determining the total number of outstanding shares at any given time.

SECTION 2.10. Informal Action by Shareholders. Any action to be required at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action to be taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

ARTICLE III **BOARD OF DIRECTORS**

Section 3.1. General Powers. The business and affairs of the Corporation shall be managed by its Board of Directors.

Section 3.2. Number, Tenure and Qualifications. The number of directors of the Corporation shall be fixed by the Board of Directors, but in no event shall be less than two. Each director shall hold office until the next annual meeting of shareholders and until his successor shall have been elected and qualified.

Section 3.3. Regular Meetings. A regular meeting of the Board of Directors shall be held without other notice than this By-Law immediately after, and at the same place as, the annual meeting of shareholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without notice other than such resolution.

Section 3.4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting and are responsible for notifying other directors of the Board of Directors of the meeting called by them.

Section 3.5. Action Without a Meeting. Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so to be taken, shall be signed before such action by all of the directors.

Section 3.6. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office. Any directorship to be filled by reason of an increase in the number of directors may be filled by election by the Board of Directors for a term of office continuing only until the next election of directors by the shareholders.

Section 3.7. Presumption of Assent. A director of the corporation who is present at a meeting of the Board of Directors at which any action on any corporate matter is taken shall be presumed to have assented to the action taken unless his dissent shall be entered in the minutes of the meeting or unless he shall file his written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof.

ARTICLE IV OFFICERS

Section 4.1. Number. The officers of the corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the Board of Directors, including a Chairman of the Board. In its discretion, the Board of Directors may leave unfilled for any such period as it may determine any office except those of President and Secretary. Any two or more offices may be held by the same person, except those of President and Secretary which may not be held by the same person. Officers may be directors or shareholders of the Corporation.

Section 4.2. Election and Term of Office. The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall have been duly elected and shall have qualified, or until his death, or until he shall resign.

Section 4.3. Vacancies. A vacancy in any office because of death or resignation may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.4. President. The President shall be the chief executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and control all of the business of the Corporation. He shall, when present, preside at all meetings of the shareholders and of the Board of Directors. He may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates for shares of the Corporation, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of president and such other duties as may be prescribed by the Board of Directors from time to time.

ARTICLE IV
OFFICERS Cont.

Section 4.5. Vice President. In the absence of the President or in event of his death, inability or refusal to act, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If there is more than one Vice President the First Vice President shall succeed to the duties of President, the Second Vice President shall succeed to the duties of the First Vice President and so on in order of rank as determined by the Board of Directors.

Section 4.6. Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and the Board of Directors in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the Corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the address of each shareholder; (e) sign with the President certificates for shares of the Corporation, the issuance of which shall have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 4.7. Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these Bylaws; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the president or by the Board of Directors.

Section 4.8. Salaries. The salaries of the officers shall be fixed from time to time by the Board of Directors, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

ARTICLE V INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

(a) Every director, officer, or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be made a party, or in which he may become involved, by reason of his being or having been a director, officer, or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer or employee of the Corporation, or any settlement thereof, whether or not he is a director, officer or employee at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interests of the Corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, or employee of the Corporation or is or was serving at the request of the Corporation as a director, officer, or employee of the Corporation, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The Board of Directors may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of this Article V.

ARTICLE VI CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 6.1. Contracts. The Board of Directors may authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

ARTICLE VI
CONTRACTS, LOANS, CHECKS AND
DEPOSITS Cont.

Section 6.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

Section 6.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such a manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII
CERTIFICATES FOR SHARES AND
THEIR TRANSFER

Section 7.1. Certificates for Shares. Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and by the Board of Directors so to do, and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or otherwise identified. The name and address to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be cancelled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and cancelled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the Corporation as the Board of Directors may prescribe.

ARTICLE VII
CERTIFICATES FOR SHARES AND
THEIR TRANSFER Cont.

Section 7.2. Transfer of Shares. Transfer of shares of the Corporation shall be made only on the stock transfer books of the Corporation by the holder of the record thereof or by his legal representative, who shall furnish proper evidence of his authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the Corporation to be the owner thereof for all purposes.

ARTICLE VIII
FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December of each year.

ARTICLE IX
DIVIDENDS

The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and its Articles of Incorporation.

ARTICLE X
CORPORATE SEAL

The Board of Directors shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state and year of incorporation and the words, "Corporate Seal".

ARTICLE XI
WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Bylaws or under the provisions of the Articles of Incorporation, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE XII
AMENDMENTS

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

The undersigned incorporators have executed these Articles of Incorporation this first day of February, 1995.

Richard L. Myle

Elizabeth H. Myle

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: HOST SYSTEMS, Incorporated

2. The name and address of the registered agent and office is:

Richard L. Moyle

(Name)

604 S.W. 75th Avenue

(P.O. Box ~~not~~ acceptable)

North Lauderdale, Florida 33068

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Richard L. Moyle
(Signature)

2-1-95
(Date)