

P95000 10843

TRANSMITTAL LETTER

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

FILED  
1995 FEB -6 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFF  
EFFECTIVE DATE

800001398058  
-02/06/95--01036--020  
\*\*\*131.25 \*\*\*131.25

SUBJECT: LUCARELLI & ASSOCIATES, 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: DINO E. LUCARELLI  
Name (printed or typed)

312 E. CITRUS STREET  
Address

ALTAMONTE SPRINGS, FL 32701  
City, State & Zip

407 - 767 - 5979  
Daytime Telephone number

H. GRESSER FEB 9 1995

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

# ARTICLES OF INCORPORATION OF LUCARELLI & ASSOCIATES, INC.

*The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.*

EFFECTIVE DATE  
1-31-95

## ARTICLE I - NAME

The name of the corporation shall be:

**LUCARELLI & ASSOCIATES, INC.**

## ARTICLE II - INITIAL REGISTERED OFFICE

The street address of the initial registered office of the corporation is:

**312 E. CITRUS STREET  
ALTAMONTE SPRINGS, FLORIDA 32701**

## ARTICLE III - NATURE OF BUSINESS

The Corporation is in the business of offering Professional Civil Engineering and Surveying services. The foregoing purposes and activities will be interpreted as examples only, and nothing therein shall be deemed as prohibiting the corporation from extending its activities to any related or otherwise permissible lawful business purpose which may become necessary, profitable or desirable for the furtherance of the corporate objectives expressed above. In addition, the Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States, the State of Florida, or any other state, country, territory, or nation.

## ARTICLE IV - CAPITAL STOCK

4.1 The Corporation is authorized to have outstanding at any one time a total of 1000 shares of common stock with a par value of \$1.00 per share.

4.2 The Corporation shall authorize only one class of stock.

4.3 All of the Corporations issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

4.4 All of the issued stock shall be subject to the following restriction on transfer permitted

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by Sections 607.001 through 607.414 of the Florida Statutes, as they may be amended from time to time.

4.5 Each Stockholder shall offer to the Corporation or to the other Stockholders of the Corporation, a thirty (30) day "right of first refusal" option to purchase his/her stock should he/she elect to sell the stock. The stock shall be offered to the Corporation or to the other Stockholders at the fair market value of the stock at the time of sale.

4.6 The Corporation shall make no offering of any of its stock of which would constitute a public offering within the meaning of the United States Securities Act of 1993, as it may be amended from time to time.

#### **ARTICLE V - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

**DINO E. LUCARELLI  
312 E. CITRUS STREET  
ALTAMONTE SPRINGS, FLORIDA 32701**

#### **ARTICLE VI - TERMS OF EXISTENCE**

This Corporation shall exist perpetually.

#### **ARTICLE VII - OFFICERS AND DIRECTORS**

The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The names and address of each initial Director of the Corporation is as follows:

**DINO E. LUCARELLI & JO ANN LUCARELLI  
312 E. CITRUS STREET  
ALTAMONTE SPRINGS, FLORIDA 32701**

#### **ARTICLE VIII - INCORPORATORS**

The names and street address of the incorporators to these Articles of Incorporation are:

**DINO E. LUCARELLI & JO ANN LUCARELLI  
312 E. CITRUS STREET  
ALTAMONTE SPRINGS, FLORIDA 32701**

#### **ARTICLE IX - LIABILITY WAIVER**

The Corporation shall indemnify each Officer and Director to the legal extent permitted by law. No person who is or formerly was an Incorporator, Director, Officer, or Registered Agent of the Corporation shall have any liability to the Corporation or to any Stockholder of the Corporation for money damages in connection with any action, or failure to act in his capacity as a Director, Officer, or Registered Agent: provided however, that nothing contained herein shall restrict or limit the liability of any person:

- (a) to the extent that it is proved that such person actually received an improper benefit or profit in money, property, or services, or;
- (b) to the extent that a judgement or other final adjudication adverse to such person is entered in a proceeding based upon a finding in the proceeding that such person's action or failure to act, was the result of active and deliberate dishonesty and was material to the cause of action adjudicated in the proceeding.

#### **ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

#### **ARTICLE XI - RIGHTS OF INITIAL DIRECTORS**

Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

#### **ARTICLE XII - BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

#### **ARTICLE XIII - COMMENCEMENT OF CORPORATE EXISTENCE**

In accordance with Section 607.167, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgement of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 31st day of January, 1995.

Dino E. Lucarelli

Dino E. Lucarelli

264 165614060

Jo Ann Lucarelli

Jo Ann Lucarelli

264 2166671

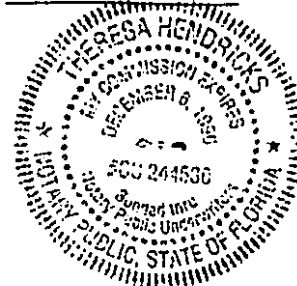
State of Florida, County of Seminole

Before me personally appeared Dino E. Lucarelli and Jo Ann Lucarelli to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

Theresa Hendricks

Notary Public, State of Florida at Large

My commission expires: 1996



**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.

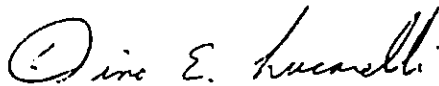
1. The name of the corporation is: **LUCARELLI & ASSOCIATES INC.**

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

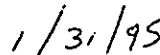
**DINO E. LUCARELLI  
312 E. CITRUS STREET  
ALTAMONTE SPRINGS, FLORIDA 32701**

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TALLAHASSEE, FLORIDA

*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 duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Signature)



(Date)

P95000010843

**TRANSMITTAL LETTER**

FEBRUARY 9, 1996

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

SUBJECT: Dissolution of Lucarelli & Associates Inc.

Enclosed is one (1) copy of the articles of dissolution and a check for \$43.75 to cover:

1. The \$35.00 filing fee for the articles of dissolution and,
2. The \$8.75 fee for the certificate of status.

Please send correspondence to:

LUCARELLI & ASSOCIATES, INC.  
312 E. CITRUS STREET  
ALTAMONTE SPRINGS, FLORIDA 32701

ATTN: DINO E. LUCARELLI

TELEPHONE: 407-767-5979

Sincerely,

*Dino E. Lucarelli*

Dino E. Lucarelli, President

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\*\*\*\*\*43.75 \*\*\*\*\*43.75

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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*Valdis*  
TLL FEB 12 1996

## ARTICLES OF DISSOLUTION

Pursuant to section 607.1403, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

**FIRST:** The name of the corporation is: LUCARELLI & ASSOCIATES, INC.

**SECOND:** The date dissolution was authorized: FEBRUARY 5, 1996

**THIRD:** Adoption of Dissolution (CHECK ONE)

☒ Dissolution was approved by the shareholders. The number of votes cast for dissolution was sufficient for approval.

☐ Dissolution was approved by vote of the shareholders through voting groups.

[ The following statement must be separately provided for each voting group entitled to vote separately on the plan to dissolve:

"The number of votes cast for dissolution was sufficient for:

approval by \_\_\_\_\_"]  
(voting group)

Signed this 5th day of February, 1996 .

Signature \_\_\_\_\_

*Dino E. Lucarelli*

( By the Chairman or Vice Chairman of the Board, President, or other officer )

\_\_\_\_\_  
DINO E. LUCARELLI

(Typed or printed name)

\_\_\_\_\_  
PRESIDENT

(Title)

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