

# P95000020927

March 2, 1995

Secretary of State  
Corporate Records Bureau  
Division of Corporations  
Dept. of the State  
PO Box 6327  
Tallahassee, FL 32314

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-03/14/95--01104--002  
\*\*\*146.00 \*\*\*146.00

**RE: INDEPENDENT CONSULTANTS GROUP, INC.**

Gentlemen:

Enclosed please find the necessary Articles of Incorporation for the above mentioned corporation.

As enclosed, please find a check in the amount of \$73 for the following: \$30 for the first 7500 shares of stock (par value \$1.00), \$10 for the next 2500 shares of stock (\$4 for every 1000 shares), \$15 filing fee, \$3 registered agent fee, and \$15 for a certified copy.

Please communicate directly back with me should you find you are in need of any additional information.

Thank you for your help and cooperation regarding this matter.

Sincerely,



Stanley W. Hinton  
15026 Madeira Way  
Madeira Beach, FL 33708

EFFECTIVE DATE  
May 1, 1995

Att 3-15

FILED  
95 MAR 13 10 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE OF INCORPORATION  
of  
INDEPENDENT CONSULTANTS GROUP, INC.

FILED  
95 MAR 13 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons and competent to contract, hereby form a corporation under the Laws of the State of Florida.

ARTICLE ONE

The name of this corporation shall be: INDEPENDENT CONSULTANTS GROUP, INC. and the date when this corporation's existence shall begin shall be May 1, 1995, for accounting purposes only.

ARTICLE TWO

The general nature of the business to be transacted by this corporation, together with and in addition to those powers conferred by the laws of Florida, and the principles of common law upon corporations organized under and by virtue of the laws of Florida, is the following:

1. The corporation may conduct business in any state or country of the world.
2. For the promotion, service, merchandising and sale of devices or products of INDEPENDENT CONSULTANTS GROUP, INC. to engage in any other activity or business permitted under the laws of the United States of America or the State of Florida.

EFFECTIVE DATE  
May 1 1995 :

### ARTICLE THREE

The maximum number of shares of stock that this corporation is authorized to issue is Ten Thousand (10,000) shares of common stock at One Dollar (\$1.00) par value.

The stock as aforesaid shall be paid for in lawful money of the United States or in property, labor or services at a just valuation to be fixed by the incorporators, or the Board of Directors at a meeting to be called for that special purpose.

All voting power of this corporation shall be vested in the common stock outstanding.

Said stock may be issued in either whole and/or fractional shares and may be in part canceled and reissued.

All shares shall be fully paid and non-assessable and the holders of such shares shall not be liable for any further payment thereon.

### ARTICLE FOUR

The amount of capital with which this corporation shall begin business shall not be less than Five Hundred Dollars (\$500.00) which may be paid in cash, services or property, as the Board of Directors may provide or approve.

### ARTICLE FIVE

This corporation is to exist perpetually.

#### ARTICLE SIX

The principal place of business of said corporation shall be at 15026 Madeira Way, Madeira Beach, Florida 33708, but the corporation shall have the privilege of establishing branch offices in any other city or town in this state or in any other state of the country.

#### ARTICLE SEVEN

The business and affairs of this corporation shall be conducted and managed by a Board of Directors of not less than one (1) member, who shall be elected by the stockholders of the corporation, at such time and place as may be fixed by the bylaws of this corporation or by resolution of the Board of Directors, and who shall hold office until their successors shall be elected and qualified.

#### ARTICLE EIGHT

The names and addresses of the Directors who are to serve until the first annual meeting of the stockholders are:

Stanley W. Hinton, Pres-15026 Madeira Way, Madeira Bch, FL 33708  
Dolores Hinton, Sec/Tres-15026 Madeira Way, Madeira Bch, FL 33708

The names and address of the officers who are to serve until replaced by the Directors are:

Stanley W. Hinton, Pres-15026 Madeira Way, Madeira Bch, FL 33708  
Dolores Hinton, Sec/Tres-15026 Madeira Way, Madeira Bch, FL 33708

#### ARTICLE NINE

The names and addresses of each subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefore (the sum of which value is not less than the amount of capital specified in Article Four) are:

Stanley W. Hinton	500 shares	\$500.00
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#### ARTICLE TEN

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by a majority of the stockholders entitled to vote thereon.

#### ARTICLE ELEVEN

At all elections of Directors of such corporation, each stockholder of record shall be entitled to as many votes as shall equal the number of shares of stock, multiplied by the number of Directors to be elected; each such record stockholder may cast all of such votes for a single Director or may distribute them among the number to be voted for, or for two or more of them as he may see fit.

#### ARTICLE TWELVE

Subject to such limitations, if any, as may be contained in this Certificate of Incorporation, or any amendment thereto, the corporation shall have the following powers:

(a) To do all and everything necessary suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers herein set forth to the same extent as natural persons, either alone or in association with other corporations, firms or individuals and to to every other act or acts, thing or things, incidental or appurtenant to or as business or powers, or any part or part thereof; provided the same be not inconsistent with the laws under which this corporation is organized.

(b) To borrow money and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, wither secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(c) To vary any investments or employment of capital of the company and to do any and all acts necessary for the carrying out of the powers of the corporation.

(d) The loan money for itself and as agent for others whether the same be secured or unsecured.

(e) To acquire, hold, sell, hypothecate, assign, transfer, and convey its' own obligations, or the obligations of any persons or other corporations, and to collect, foreclose, compound, compromise, release, satisfy and discharge the same of record.

(f) To make application for or take assignments of any and all types of state, county or city permits required for the carriage of persons and property for hire.

(g) To purchase, acquire, subscribe for, hold, sell, assign, transfer, mortgage, pledge, and otherwise dispose of the shares of capital stock bonds, debentures, or other evidence of indebtedness of any corporation, domestic or foreign, and whole holder thereof, to exercise all rights and privileges of ownership, including the rights and privileges of ownership, including the right to vote thereon, own stock, bonds and other obligations.

(h) To purchase, hold, sell, and transfer shares of its' own capital stock; provided that it shall not purchase its' own shares or capital stock except from the surplus of its' capital. And provided that shares of corporation shall not be voted upon directly or indirectly now counted as outstanding for the purpose of any stockholders' quorum or vote.

(i) To conduct business, have one or more offices and hold, purchase, mortgage, and convey real and personal property in that state and in any other of the several states, territories, possessions, and dependencies of the United States, the District of Columbia and in foreign countries.

(j) The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida upon corporations.

#### ARTICLE THIRTEEN

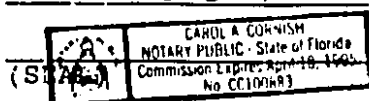
Before any transfer of stock shall be legally effective, whether by sale, voluntary or involuntary, the remaining shareholders shall have thirty (30) days notice from the date of such contingency to offer in writing to purchase the stock at a mutually agreed upon sale. In the event that a value cannot be agreed upon for the stock to be transferred, each party shall select an appraiser within ten (10) days and give notice thereto of the identity of such appraiser to the other party. The two appraisers appointed by the parties shall in turn appoint a third appraiser who shall be experienced in the business of loaning money or in banking and who shall reside or be engaged in the business in the city in which the general administrative office of the corporation is located. The three appraisers so selected shall within fifteen (15) days after selection of the third appraiser carry out such appraisal of the share or shares to be sold, transferred, or foreclosed and the majority of them shall determine their value as of the time of such appraisal and all forthwith given written notice of the determination to both parties. In determining the value, good will shall not be considered.

The stockholders shall thereupon have the option for ten (10) days after receipt by the corporation of written notice of the determination of the appraisers of purchasing the share or shares upon a pro rata basis for themselves at the appraised value. Payment for any such share or shares shall be concluded not later than thirty (30) days thereafter.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation this 2<sup>nd</sup> day of March, 1995, for the purposes and uses herein set forth.

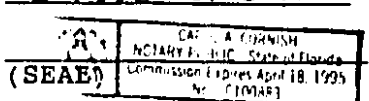
In the presence of:

Carol A. Cornish



Stanley W. Hinton  
Stanley W. Hinton

Carol A. Cornish



Dolores Hinton  
Dolores Hinton

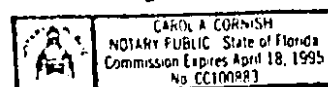
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me, the undersigned authority, personally appeared Stanley W. Hinton and Dolores Hinton, to me known to be the individuals described in and who executed the foregoing Certificate of Incorporation, and they acknowledged that they executed the same for the purposes therein expressed.

Sworn to and subscribed before me this 2<sup>nd</sup> day of March, 1995 at Madison Bl. #, Pinellas County, Florida.

Dolores & Stanley W. Hinton  
are personally known by me

Carol A. Cornish  
Notary Public  
My commission expires:





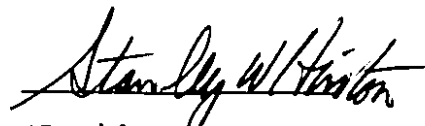
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON  
WHOM PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the  
following is submitted, in compliance with said Act:

First - That INDEPENDENT CONSULTANTS GROUP, INC. is desiring  
to organize under the laws of the State of Florida with its'  
principal office, as indicated in the Articles of  
Incorporation at City of Madeira Beach, County of Pinellas,  
State of Florida, has named Stanley W. Hinton, located at  
15026 Madeira Way, Madeira Beach, Florida 33708 (Street  
address and number of building, Post Office Box address not  
acceptable) city of Madeira Beach, County of Pinellas, State  
of Florida, as its' agent to act in this capacity, and agree  
to comply with the provisions of said Act relative to  
keeping open said office.

I certify that the information indicated is true and  
accurate and that my signature shall have the same legal  
effect as if made under oath. I further certify that I am  
an officer or director of the corporation or the receiver or  
trustee empowered to execute requested reports as required  
by Chapter 607 or Chapter 617, Florida Statutes.

By:

  
(Resident Agent)

FILED  
95 MAR 13 AM 11:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# P 95000020927

Requestor's Name

*Stanley Winston*  
*Independent Consultant Group, Inc.*  
*201 Bell Blvd. N.W.*  
*N. Kennesaw Road P.O. 33708*

600001771146  
-04/05/96-01081--004  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Office Use Only

R(S), (if known):

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in      ☐ Pick up time \_\_\_\_\_      ☐ Certified Copy  
☐ Mail out      ☐ Will wait      ☐ Photocopy      ☐ Certificate of Status

NEW FILINGS	
<input 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  
96 APR -5 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

VOID IS  
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4-9

## 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: INDEPENDENT CONSULTANTS GROUP, INC.  
15026 MADEIRA WAY, MADEIRA BEACH, FL 33748

SECOND: The date dissolution was authorized: 3/13/96

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 30<sup>th</sup> day of MARCH, 19 96

Signature Stanley W. Hinton  
(By the Chairman or Vice Chairman of the Board, President, or other officer)

STANLEY W. HINTON  
(Typed or printed name)

PRESIDENT  
(Title)

96 APR -5 AM 11:57  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA