

P95000031750

TRANSMITTAL LETTER

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

FILED
APR 24 1995
TALLAHASSEE, FL
DIVISION OF CORPORATIONS

SUBJECT: KEY STRATEGIES AND SOLUTIONS, Inc.
(Proposed corporate name - must include suffix)

TALLAHASSEE, FL 32314
05/01/95-11/05/95-002
***131.25 ***131.25

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

Additional Copy Required

FROM: H. VIRGIL PARKER
Name (printed or typed)

402 NORTH CASEY KEY ROAD
Address

OSPREY FL 34229
City, State & Zip

813-966-1560
Daytime Telephone number

51
4/24

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

ARTICLES OF INCORPORATION

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

ARTICLE I NAME

The name of the corporation shall be:
Key Strategies and Solutions, Inc.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:
402 North Casey Key Road
Osprey FL 34229

ARTICLE III SHARES

The number of shares that this corporation is authorized to have outstanding at any one time is 25,000.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

H. Virgil Parker
402 North Casey Key Road
Osprey FL 34229

FILED
SEP 24 11 10 AM '09
CLERK OF DISTRICT COURT
FLORIDA
OSPREY

ARTICLE V INCORPORATORS

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

H. Virgil Parker	Marilyn M. Parker
402 North Casey Key Road	402 North Casey Key Road
Osprey FL 34229	Osprey FL 34229

ARTICLE VI PURPOSES

The purposes for which this corporation is formed are:

(a) The specific business in which the corporation is primarily engaged is to provide a range of business consulting services, and to sell and distribute all forms of business and data processing supplies and equipment, including any associated consulting services.

(b) To manufacture, fabricate, assemble, to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, lease and otherwise dispose of, and to invest, trade, deal in and deal with goods, wares, and merchandise and supplies and all other personal property of every class and description.

(c) To purchase, acquire, own, hold, use, lease (either as lessor or lessee), grant, sell, exchange, subdivide, mortgage, convey in trust, manage, improve, construct, operate and generally deal in any and all real estate, improved or unimproved, stores, office buildings, dwelling houses, apartment houses, hotels, manufacturing plants and other buildings, and any and all other property of every kind or description, real, personal and mixed, and wheresoever situated, either in Florida, other states of the United States, the District of Columbia, territories and colonies of the United States, or foreign countries.

(d) To acquire, by purchase or otherwise, the goodwill, business, property rights, franchises and assets of every kind, with or without undertaking, either wholly or in part, the liabilities of any person, firm, association or corporation; and to acquire any property or business as a going concern or otherwise (1) by purchase of the assets

thereof wholly or in part, (2) by acquisition of the shares or any part thereof, or (3) in any manner, and to pay for the same in cash or in shares or bonds or otherwise evidences of indebtedness of this corporation, or otherwise; to hold, maintain and operate, or in any manner dispose of, the whole or any part of the goodwill, business, rights and property so acquired, and to conduct in any lawful manner the whole or any part of any business so acquired; and to exercise all the powers necessary or convenient in and about the management of such business.

(e) To take, purchase, and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, grant licenses in respect of and otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, and governmental, state, territorial, county and municipal grants and concessions of every character which this corporation may deem advantageous in the prosecution of its business or in the maintenance, operation, development or extension of its properties.

(f) To enter into, make perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government or other municipal or governmental subdivision.

(g) To become a partner (either general or limited or both) and to enter into agreements of partnership, with one or more other persons or corporations, for the purpose of carrying on any business whatsoever which this corporation may deem proper or convenient in connection with any of the purposes herein set forth or otherwise, or which may be calculated, directly or indirectly, to promote the interest of this corporation or to enhance the value of its property or business.

(h) From time to time apply for, purchase, acquire by assignment, transfer or otherwise, exercise, carry out and enjoy any benefit, right, privilege, prerogative or power conferred by, acquired under or granted by any statute, ordinance, order, license, power, authority, franchises, commission, right or privilege which any government or authority or governmental agency or corporation or other public body may be empowered to enact, make or grant; to pay for, aid in, and contribute toward carrying the same into effect and to appropriate any of this corporation's shares, bonds and/or assets to defray the costs, charges and expenses thereof.

(i) To subscribe or cause to be subscribed for, and to take, purchase and otherwise acquire, own, hold, use, sell, assign, transfer, exchange, distribute and otherwise dispose of, the whole or any part of the shares of the capital stock, bonds, coupons, mortgages, deeds of trust, debentures, securities, obligations, evidences of indebtedness, notes, goodwill, rights, assets and property of any and every kind, or any part thereof, of any other corporation or corporations, association or associations, firm or firms, or person or persons, together with shares, rights, units or interest in, or in respect of, any trust estate, now or hereafter existing, and whether created by the laws of the State of Florida or of any other state, territory or country; and to operate, manage and control such properties, or any of them, either in the name of such other corporation or corporations or in the name of this corporation, and while the owners of any of said shares of capital stock, to exercise all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with the power to designate some person or persons for that purpose from time to time, and to the same extent as natural persons might or could do.

(j) To promote or aid in any manner, financially or otherwise, any person, firm, corporation or association of which any shares of stock, bonds, notes, debentures, or other securities or evidences of indebtedness are held directly or indirectly by this corporation; and for this purpose to guarantee the contracts, dividends, shares, bonds, debentures, notes and other obligations of such other persons, firms, corporations or associations; and to do any other acts or things designed to protect, preserve, improve or enhance the value of such shares, bonds, notes, debentures or other securities or evidences of indebtedness.

(k) To borrow and lend money, but nothing herein contained shall be construed as authorizing the business of banking, or as including the business purposes of a commercial bank, savings bank or trust company.

(l) To issue bonds, notes, debentures or other obligations of this corporation from time to time for any of the objects or purposes of this corporation, and to secure the same by mortgage, deed of trust, pledge or otherwise, or to issue the same unsecured; to purchase or otherwise acquire its own bonds, debentures or other evidences of its indebtedness or obligations; to purchase, hold, sell, and transfer the shares of its own

capital stock to the extent and in the manner provided by the laws of the State of Florida as the same are now in force or may be hereafter amended.

(m) To purchase, acquire, take, hold, own, use and enjoy, and to sell, lease, transfer, pledge, mortgage, convey, grant, assign, or otherwise dispose of, and generally to invest, trade, deal in and with oil royalties, mineral rights of all kinds, mineral bearing lands and hydrocarbon products of all kinds, oil, gas and mineral leases, and all rights and interests therein, and in general products of the earth and deposits, both subsoll and surface, of every nature and description.

(n) To carry on any business whatsoever, either as principal or as agent or both or as a partnership, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property or business; to conduct its business in this state, or in other states; in the District of Columbia, in the territories and colonies of the United States and in foreign countries.

(o) To have and to exercise all the powers conferred by the laws of Florida upon corporations formed under the laws pursuant to and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or interference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

ARTICLE VII NUMBER OF DIRECTORS

Authority is hereby granted to the holders of shares of this corporation, entitled to vote, to change from time to time the authorized number of directors of this corporation by a duly adopted amendment to the by-laws of this corporation.

ARTICLE VIII ORIGINAL DIRECTORS

The number of directors of this corporation shall be two (2) and the names and addresses of the persons who are hereby appointed to act as the first directors of this corporation are as follows:

H. Virgil Parker	Marilyn M. Parker
402 North Casey Key Road	402 North Casey Key Road
Osprey FL 34229	Osprey FL 34229

ARTICLE IX CLASS OF SHARES

This corporation is authorized to issue only one (1) class of capital stock. The total authorized capital of the corporation shall be \$25,000 and the number of authorized shares shall be 25,000, with each share having a par value of \$1.00.

ARTICLE X SHAREHOLDER RIGHTS

Each shareholder or subscriber to shares of this corporation shall be entitled to full preemptive or preferential rights, as such rights have been heretofore defined at common law, to purchase and/or subscribe for his proportionate part of any shares which may be issued at any time by this corporation.

ARTICLE XI TRANSFER/SALE OF SHARES

Before there can be a valid sale or transfer of any of the shares of the corporation by any holder thereof, he shall first offer said shares to the corporation and then to the other holders of the common shares in the following manner:

(a) Such offering shareholder shall deliver a notice in writing by mail or otherwise to the secretary of the corporation stating the price, terms and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention so to sell or transfer such shares. Within fifteen (15) days thereafter, the

corporation shall have the prior right to purchase all or any full number of such shares so offered at the price and upon the terms and conditions stated in such notice. Should the corporation fail to purchase all of said shares, at the expiration of said fifteen (15) day period, or prior thereto upon the determination of the corporation to purchase none or only a portion of such shares so offered, the secretary of the corporation shall, within five (5) days thereafter, mail or deliver to each of the other shareholders a notice setting forth the particulars concerning said shares not so purchased by the corporation described in the notice received from the offering shareholder. The other shareholders shall have the right to purchase all of the shares specified in said secretary's notice by delivering to the secretary by mail or otherwise a written offer or offers to purchase all or any specified number of such shares upon the terms so described in the secretary's notice if such offer or offers are so delivered to the secretary within ten (10) days after mailing or delivering such secretary's notice to such other shareholders. If the total number of shares specified in such offers so received within such period by the secretary exceeds the number of shares referred to in such secretary's notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in said notice to the secretary, as the number of shares which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in said notice to the secretary.

(b) If all of the shares referred to in said notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportional share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus not disposed of, subject to the provision of subparagraph (c) below, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

(c) If none or only a part of the shares referred to in said notice to the secretary is purchased, as aforesaid, by the corporation or in accordance with offers made by other shareholders within said ten (10) day period, the shareholder desiring to sell or transfer may accept any subscriptions proffered or reject any or all such subscriptions only if such subscriptions are for less than all of the shares offered in the notice to the secretary. The offering shareholder thereafter may dispose of all shares of stock referred to in said notice to the secretary to any person or persons he may so desire; provided however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in said notice to the secretary.

(d) Within the limitations herein provided, this corporation may purchase the shares of this corporation from any offering shareholder, provided however, that at no time shall this corporation be permitted to purchase all of its outstanding voting shares. Any sale or transfer or purported sale or transfer of the shares of this corporation shall be null and void unless the terms, conditions and provisions of this Article SEVEN are strictly observed and followed.

The undersigned incorporators have executed these Articles of Incorporation this 19th day of April, 1995.


Signature


Signature

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

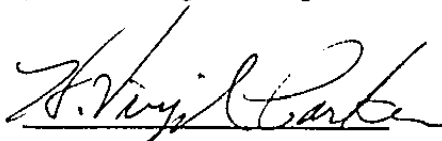
PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

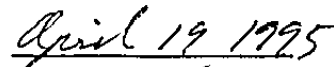
1. The name of the corporation is:
Key Strategies and Solutions, Inc.

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

H. Virgil Parker
402 North Casey Key Road
Osprey FL 34229

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 am familiar with and accept the obligations of my position as registered agent.


(Signature)


(Date)

DIVISION OF CORPORATIONS, P.O. BOX 6327, TALLAHASSEE, FL 32314

FILED
95 APR 21 11:10 AM
SECRETARY OF STATE
TALLAHASSEE, FLORIDA