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INTERNATIONAL RESEARCH BUREAU, INC.  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Vanguard Security of Broward County  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
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☐ 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

NANCY HENDRICKS MAY 19 1995

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
VANGUARD SECURITY OF BROWARD COUNTY, INC.**

**FILED**  
95 MAY 19 11 10 51  
ALLAH

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the provisions of the statutes of the state of Florida, adopt the following Articles of Incorporation.

**ARTICLE I--Name**

The name of this corporation is VANGUARD SECURITY OF BROWARD COUNTY, INC.

**ARTICLE II--Duration**

The period of duration of the corporation is perpetual.

**ARTICLE III--Purposes and Powers**

**Section 1. Purposes**

The corporation is organized for the purpose(s) of engaging in the business of all business legally permissible in the state of Florida.

**Section 2. Powers**

Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- © The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation, against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.

**ARTICLE IV--Authorized Shares**

The aggregate number of shares which the corporation shall have authority to issue is 100 shares, all of which shares shall be with a par value of \$ 1.00 per share.

## **ARTICLE V--Classes of Shares and Shareholders' Rights**

### **Section 1. Classes of Shares**

#### **(a.) Common**

### **Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation**

(a.) Each shareholder shall have right to equivalent value of available assets equal to the par value common stock held by the stockholder at the time of liquidation or dissolution of the corporation.

### **Section 3. Voting Rights**

(a) **Common Stock.** Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.

(b) **Cumulative Voting.** At each election of directors, cumulative voting shall not be permitted.

### **Section 4. Pre-emptive Rights**

(a) **Common Stock.** The holders of the common stock of the corporation shall not have a pre-emptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall not have the pre-emptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such pre-emptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

## **ARTICLE VI--Regulation of Internal Affairs**

### **Section 1.**

The general management of the affairs of the corporation shall be exercised by a Board of Directors.

### **Section 2.**

The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

### **Section 3.**

No contract or other transaction between

- (1) the corporation and one or more of its directors, or
- (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or
- (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees, or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction,

provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

#### **ARTICLE VII--Registered Office and Agent**

The address of the initial registered office of the corporation is 9572 Northwest 41st Street, Miami, Florida 33178, and the name of the initial registered agent of the corporation at such address is Brian Hamernick.

##### *Registered Agent's Acceptance:*

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties and I am familiar with and accept the obligations of my position as registered agent.*

Brian Hamernick      5/14/95  
Signature of Registered Agent - Brian Hamernick      Date

#### **ARTICLE VIII--Principal Place of Business and Mailing Address**

The principal place of business and mailing address of the corporation shall be:

9572 Northwest 41st Street, Miami, Florida 33178

#### **ARTICLE IX--Board of Directors**

The initial Board of Directors shall consist of two (2) members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

David H. Shopay, 9572 Northwest 41st Street, Miami, Florida 33178  
Brian Hamernick, 9572 Northwest 41st Street, Miami, Florida 33178

#### ARTICLE X--Incorporators

The names and addresses of the incorporators of the corporation are:

David H. Shopay, 9572 Northwest 41st Street, Miami, Florida 33178  
Brian Hamernick, 9572 Northwest 41st Street, Miami, Florida 33178

#### ARTICLE XI--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

#### ARTICLE XII--Right to Amend

The right is expressly reserved to amend this Article of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of Florida, and the rights of all shareholders are expressly made subject to such power of amendment.

EXECUTED on this 20th day of April, 1995:

David H. Shopay  
Incorporator - David H. Shopay

Brian K Hamernick  
Incorporator - Brian Hamernick

#### Article XIII - Powers of the Incorporators

The powers of the Incorporators shall cease upon filing of the Articles of Incorporation.