

# P95 0000042327

## CAPITAL CONNECTION, INC.

417, E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870  
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302  
 TOLL FREE No. 1-800-342-8062  
 FAX (904) 222-1222

NAME \_\_\_\_\_  
 FIRM \_\_\_\_\_  
 ADDRESS \_\_\_\_\_  
 \_\_\_\_\_  
 PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
 One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

FILED  
 SECRETARY OF STATE  
 DIVISION OF CORPORATIONS  
 95 MAY 31 PM 1:58

*JB 5/31/95*

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	_____	_____	_____
TIME	_____	_____	CK No. _____
BY	<i>de</i>	_____	_____

WALK-IN Will Pick Up 531

RE: Ronald Luke and Associates - Florida, Inc

	C.C. FEE.	DISBURSED
<input type="checkbox"/> Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
<input type="checkbox"/> Corp. Record Search	_____	_____
<input type="checkbox"/> Ltd. Partnership File	_____	_____
<input type="checkbox"/> Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> ( ) Cert. Copy(s)	_____	_____
<input type="checkbox"/> Art. of Amend. File	_____	_____
<input type="checkbox"/> Dissolution/Withdrawal	_____	_____
<input type="checkbox"/> C U S-	_____	_____
<input type="checkbox"/> Fictitious Name File	_____	_____
<input type="checkbox"/> Name Reservation	_____	_____
<input type="checkbox"/> Annual Report/Reinstatement	_____	_____
<input type="checkbox"/> Reg. Agent Service	_____	_____
<input type="checkbox"/> Document Filing	_____	_____
<input type="checkbox"/> Corporate Kit	_____	_____
<input type="checkbox"/> Vehicle Search	_____	_____
<input type="checkbox"/> Driving Record	_____	_____
<input type="checkbox"/> Document Retrieval	_____	_____
<input type="checkbox"/> UCC 1 or 3 File	_____	_____
<input type="checkbox"/> UCC 11 Search	_____	_____
<input type="checkbox"/> UCC 11 Retrieval	_____	_____
<input type="checkbox"/> File No.'s, _____ Copies	_____	_____
<input type="checkbox"/> Courier Service	_____	_____
<input type="checkbox"/> Shipping/Handling	_____	_____
<input type="checkbox"/> Phone ( )	_____	_____
<input type="checkbox"/> Top Priority	_____	_____
<input type="checkbox"/> Express Mail Prop.	_____	_____
<input type="checkbox"/> FAX ( ) pgs.	_____	_____
<b>SUBTOTALS</b>	_____	_____

95 MAY 31 PM 12:51  
 DIVISION OF CORPORATIONS

FEE.....	_____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment  
 TERMS: NET 10 DAYS FROM INVOICE DATE  
 1 1/2% per month on Past Due Amounts  
 Past 30 Days, 18% per Annum

THANK YOU  
 from  
 Your Capital Connection

ARTICLES OF INCORPORATION  
OF  
RONALD LUKE AND ASSOCIATES-FLORIDA, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 MAY 31 PM 1:58

ARTICLE I

The name of this corporation is Ronald Luke and Associates-Florida, Inc.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is as follows:

To engage in any business not prohibited under the laws of the State of Florida or any political subdivision thereof or the laws of the United States.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows: 1000 shares of common stock with a par value of One Dollar (\$1.00) per share.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Thousand Dollars (\$1,000.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located at 253 East Virginia Street, Suite B, Tallahassee, Florida 32301, and it may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary or convenient.

ARTICLE VII

The street address of the initial registered office of this corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of the initial registered agent of this corporation is Corporation Service Company.

#### ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1), but no more than five (5) Directors, the exact number of Directors to be fixed by the By-Laws of this corporation.

#### ARTICLE IX

The names and post office addresses of the first Board of Directors and the officers of this corporation who shall hold office until their successors are elected and have qualified are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
Ron Luke	President and sole Director	Research and Planning Consultants, Inc. 7600 Chevy Chase II Suite 500 Austin, Texas 78752

#### ARTICLE X

Special provisions for the regulation of this corporation are as follows:

1. The annual meeting of the Stockholders and Directors of this corporation shall be held as determined by the Board of Directors.
2. Any meeting of the Stockholders or Board of Directors may be held either within or without the State of Florida, without written notice, by consent of all of the Stockholders or Directors.
3. The officers of this corporation shall be a President and such other officers as the Board of Directors may deem necessary. Any one person may hold any number of offices.
4. The Directors of the Corporation are expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, machinery, buildings or any other items of real or personal property of value to the corporation. The value placed upon said property in payment for capital stock shall be deemed conclusive and shall be binding upon the Directors, officers and upon the present and future stockholders of the corporation.

5. The directors of the corporation are specifically empowered to pass on and fix the compensation of Directors, officers, employees and agents of the corporation and to enter into agreements respecting the same.

6. The initial By-Laws of this corporation shall be adopted by the Board of Directors. Thereafter, any amendments or additions to the By-Laws shall be adopted in accordance with the procedures outlined in said By-Laws.

#### ARTICLE XI

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the Directors of the corporation are pecuniarily or otherwise interested in, or are Directors of or officers of such other corporations; any director individually, or any firm of which any Director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any Director of the corporation who is also a Director or officer of such corporation or who is so interested may be counted in determining the existence of the quorum at a meeting of the Board of Directors of the corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or officer of such other corporation or not so interested; and each and every person who may become a Director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any firm or corporation in which he may be in anywise interested.

#### ARTICLE XII

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a Director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall indemnify any and all of its Directors or officers or former Directors or officers or any person who may have served at its request as a Director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been Directors or officers, or a Director or officer of a corporation, or of such other corporation, except in relation to matters as to which any such

Director or officer or former Director or officer or person shall be adjudged in such action, suit or proceeding to be liable for bad faith or gross negligence in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall be deemed as adjudication that such Director or officer or person is liable for bad faith or gross negligence in the performance of his duties, unless such director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to which the question may be referred by the Board of Directors, any such person was not guilty of bad faith or gross negligence in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify him against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid by the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any by-laws, agreements, vote of stockholders, or otherwise.

#### ARTICLE XIII

No stockholder of this corporation shall, because of his ownership of any of the capital stock of the corporation, have a pre-emptive or other right to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock or debt of the corporation, whether in the form of capital stock debenture, bond or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation. All or any portion of the capital stock of this corporation and any promissory notes, debentures, bonds or other securities convertible into or carrying options or warrants to purchase any of the authorized capital stock of this corporation may, at any time, and from time to time, be issued, optioned, sold or disposed of to such persons and upon such terms and conditions in any manner permitted by law without first offering any of such capital stock, promissory notes, debentures, bonds or other securities, or any part thereof, to existing stockholders of the corporation.

#### ARTICLE XIV

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 in the Stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XV

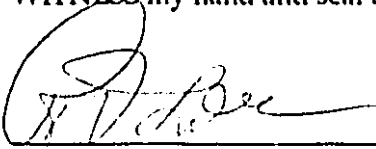
This corporation shall authorize §1244 stock as now authorized under §1244 of the Internal Revenue Code of 1954. The plan to offer said stock shall become effective upon the approval by the Directors of the corporation subsequent to the filing of the Articles of Incorporation with the Secretary of State, State of Florida.

During such period, the corporation shall offer and issue only such common stock.

The corporation shall take such action as shall be necessary and desirable to qualify the stock offered and issued under this plan as "§1244 stock" as that term is defined in the Internal Revenue Code and the Regulations issued thereunder.

The undersigned, being the original subscriber and incorporator of the foregoing corporation hereby certify that the foregoing constitutes the proposed Articles of Incorporation of Ronald Luke and Associates--Florida, Inc.

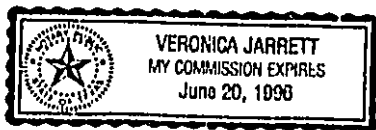
WITNESS my hand and seal this 30 day May, 1995.




STATE OF TEXAS  
COUNTY OF TRAVIS

BEFORE ME, the undersigned authority, personally appeared Ronald Luke, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed and subscribed to the same for purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 30<sup>th</sup> day of May, 1995.



  
Notary Public  
State of Texas

Veronica Jarrett  
Print name of Notary Public

My Commission Expires: 6/20/96

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

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
MAY 31 PM 1:58

Pursuant to Section 48.091 and Section 607 034(3), Florida Statutes, the following is submitted in compliance with said Sections:

Ronald Luke and Associates-Florida, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation, at the City of Tallahassee, County of Leon, State of Florida, has named Corporation Service Company, located at 1201 Hays Street, Tallahassee, Florida 32301, as its agent to accept service of process within this State.

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Sections relative to keeping open said office.

By: Cheryl M. Roberts  
For: Corporation Service Company  
Registered Agent



SECOND NOTICE: CORPORATION WILL BE DISSOLVED ON OR AFTER AUGUST 7, 1996.  
AMOUNT DUE ON OR BEFORE 8/7/96: \$225 (IF DISSOLVED, MINIMUM AMOUNT DUE TO REINSTATE: \$375.)

PROFIT  
CORPORATION  
ANNUAL REPORT  
1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State  
DIVISION OF CORPORATIONS

FILED

96 DEC -5 AM 10: 59

SECRETARY OF STATE  
TALLAHASSEE FLORIDA



REINSTATEMENT *96aw*

DOCUMENT # **P95000042327 (3)**

1. Corporation Name

**RONALD LUKE AND ASSOCIATES-FLORIDA, INC.**

Principal Place of Business

Mailing Address

253 EAST VIRGINIA STREET, SUITE B  
TALLAHASSEE FL 32301

253 EAST VIRGINIA STREET, SUITE B  
TALLAHASSEE FL 32301

3. Date Incorporated or Qualified  
**05/31/1995**

3a. Date of Last Report

4. FEI Number

☒ Applied For  
☐ Not Applicable

5. Certificate of Status Desired ☐

**\$8.75** Additional  
Fee Required

6. Election Campaign Financing  
Trust Fund Contribution ☐

**\$5.00** May:  
Added to Fees

7. This corporation has liability for intangible tax under s. 199.032,  
Florida Statutes ☐ Yes ☐ No

2. Principal Place of Business

2a. Mailing Address

21 Suite, Apt. #, etc.

26 Suite, Apt. #, etc.

22 City & State

27 City & State

23 Zip Country

28 Zip Country

8. Name and Address of Current Registered Agent

**CORPORATION SERVICE COMPANY  
1201 HAYS STREET  
TALLAHASSEE FL 32301**

10. Name and Address of New Registered Agent

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

**FL** 85 Zip Code

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

*Judith A. Blasecett*

Signer's, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when reinstating)

DATE

*11/15/96*

12. OFFICERS AND DIRECTORS

TITLE ☐ DELETE  
NAME **PD LUKE, RON**  
STREET ADDRESS **7600 CHEVY CHASE II, SUITE 500**  
CITY-ST-ZIP **AUSTIN TX 78752**

TITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

TITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

TITLE ☐ DELETE  
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TITLE ☐ DELETE  
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STREET ADDRESS  
CITY-ST-ZIP

TITLE ☐ DELETE  
NAME  
STREET ADDRESS  
CITY-ST-ZIP

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

☐ Change ☐ Addition

1.1 TITLE  
1.2 NAME  
1.3 STREET ADDRESS  
1.4 CITY-ST-ZIP

2.1 TITLE ☐ Change ☐ Addition  
2.2 NAME  
2.3 STREET ADDRESS  
2.4 CITY-ST-ZIP  
**900002021789-0**  
**-12/06/96--01019--021**  
**\*\*\*1125.00 \*\*\*375.00**

3.1 TITLE ☐ Change ☐ Addition  
3.2 NAME  
3.3 STREET ADDRESS  
3.4 CITY-ST-ZIP

4.1 TITLE ☐ Change ☐ Addition  
4.2 NAME  
4.3 STREET ADDRESS  
4.4 CITY-ST-ZIP

5.1 TITLE ☐ Change ☐ Addition  
5.2 NAME  
5.3 STREET ADDRESS  
5.4 CITY-ST-ZIP

6.1 TITLE ☐ Change ☐ Addition  
6.2 NAME  
6.3 STREET ADDRESS  
6.4 CITY-ST-ZIP

14. I do hereby certify that the information supplied with this filing is voluntarily furnished and does not qualify for the exemption stated in Section 119.07(3)(k), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 617, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE:

*San M. ... Director*

CR2E034 (3/96)