

P95000045021

TRANSMITTAL LETTER

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

FILED  
95 JUN -6 PM 10:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT: GENESYS B, 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 ✓ #0239  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Richard W. Stafford  
Name (printed or typed)

8511 East Garden Oaks Circle  
Address

Palm Beach Gardens, Florida 33410  
City, State & Zip

407 - 627-8859  
Daytime Telephone number

000001506920  
-06/07/95--01034--013  
\*\*\*\*131.25 \*\*\*\*131.25

PAID  
10-12

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

**ARTICLES OF INCORPORATION**  
**OF**  
***GeneSys 8, Inc.***

**ARTICLE I-NAME**

The name of this corporation is:

***Genesys 8, Inc.***

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**ARTICLE II-DURATION**

This corporation shall have perpetual existence commencing on the date of filing of these Articles with the Secretary of State.

**ARTICLE III-PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV-CAPITAL STOCK**

This corporation is authorized to issue 800 shares of One and 00/100 Dollar par value common stock, which shall be designated "common share", fully paid and non-assessable, all of which shall be common stock, and the same shall be issued and sold for such consideration as may be fixed by the Board of Directors hereof. Said shares of stock shall be issued, sold, or transferred only in accordance with the By-Laws of the corporation for any indebtedness which may be due at any time by the holders of same to the corporation, and such lien shall be superior to all liens of any character, and all assignments and transfers of stock of this corporation shall be subject thereto.

**ARTICLE V-PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI-INITIAL REGISTERED OFFICE, AGENT, AND PRINCIPAL PLACE OF BUSINESS

The name of the initial registered agent of this corporation is *Richard W. Stafford* and the street address of the initial registered agent of this corporation is *8511 East Garden Oaks Circle, Palm Beach Gardens, Florida 33410*. The initial principal place of business and mailing address of the corporation is *8511 East Garden Oaks Circle, Palm Beach Gardens, Florida 33410*

ARTICLE VII-INITIAL BOARD OF DIRECTORS

This corporation shall have 1 Director (s) initially. The number of Directors may be either increased or diminished from time to time in accordance with the By-Laws, but shall never be less than one. The name and address of each initial Director of this corporation is :

<u>Name</u>	<u>Address</u>
<i>Richard W. Stafford</i>	<i>8511 East Garden Oaks Circle Palm Beach Gardens, Florida 33410</i>

ARTICLE VIII-INCORPORATOR

The name and address of the person or persons signing these Articles of incorporation is:

<u>Name</u>	<u>Address</u>
<i>Richard W. Stafford</i>	<i>8511 East Garden Oaks Circle Palm Beach Gardens, Florida 33410</i>

ARTICLE IX-BY LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE X-CUMULATIVE VOTING

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time, multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates

ARTICLE XI-CALLING SPECIAL MEETINGS

Special Meetings of Shareholders may be called by anyone of the persons or groups below:

- A) The Board of Directors
- B) The Holders of not less than one-tenth of all the share entitled to vote at the meeting.
- C) Such other persons or groups as may be authorized in the Articles of Incorporation or the By-Laws.

#### ARTICLE XII-SHAREHOLDERS QUORUM AND VOTING

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not approval is required by law.

#### ARTICLE XIV-POWERS

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, as follows:

- A) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed or in any manner reproduced.
- B) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise dispose of all or any part of it's property and assets.
- C) To sell, convey, mortgage, pledge, create, a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of it's property and assets.
- D) To lend money to, and use it's credit to assist, it's officers and employees in accordance with Section 607.141.
- E) To purchase, take, receive, subscribe for, or otherwise dispose of, and otherwise use and deal in and with, shares or other interest in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals or direct or indirect obligations of the United States or of any other government, State, territory, governmental district or municipality, or of any instrumental thereof.
- F) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue it's notes, bonds, and other obligations, and secure any of it's obligations by mortgage or pledge of all or any of it's property, franchises and income.
- G) To lend money for it's corporate purposes, invest and reinvest it's funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- H) To conduct it's business, carry on it's operations, and have offices and exercise the powers granted by this Act within or without this State.
- I) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- J) To make and later By-Laws, not inconsistent with it's Articles of Incorporation or with the Laws of this State, for the administration and regulation of the affairs of the corporation.

- K) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- L) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- M) To pay pensions and establish pension plans, profit sharing plans, stock option plans, and other incentive plans for any and all of its directors, officers, and employees of its subsidiaries.
- N) To be a promoter, incorporator, partner, member, associate, or manager of the corporation, partnership, joint venture, trust, or other enterprise.
- O) To have and exercise all powers necessary or convenient to effect its purposes.

#### ARTICLE XV-DIRECTOR QUORUM AND VOTING

A majority of the Directors shall constitute a quorum for a meeting of Directors. If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting shall be the act of the Board of Directors.

#### ARTICLE XVI-MEETING BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

#### ARTICLE XVII-ACTION BY DIRECTORS WITHOUT A MEETING

The Directors of this corporation may take action by unanimous written consent as provided by law.

#### ARTICLE XVIII-INDEMNIFICATION

The Corporation shall indemnify any officers or directors, or any former officers or directors, to the full extent permitted by law.

#### ARTICLE XIX-AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned executed the foregoing Articles of Incorporation this 26th day of May 1976.

Richard W. Steff

# 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: GENESYS 8, INC.

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

Richard W. Stafford  
(Name)

8511 East Garden Oaks Circle  
(P.O. Box ~~not~~ acceptable)

Palm Beach Gardens, Florida 33410  
(City/State/Zip)

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

Richard W. Stafford  
(Signature)

5/22/95  
(Date)