

P95000045528

TRANSMITTAL LETTER

95 JUN -6 PM 3:07
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: ROHSONICS INDUSTRIES, 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
Filing Fee,
Certified Copy
& Certificate

Additional Copy Required

FROM: FREDERICK G. SAMUELS
Name (printed or typed)

1221 FLATWOODS RD
Address

MIMS FL 32754
City, State & Zip

904 775-3900
Daytime Telephone number

000001506910
06/07/95--01034--006
****131.25 ****131.25

ba 6/13

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

ARTICLES OF INCORPORATION

OF

ROHSONICS INDUSTRIES, INC.

We, the undersigned, hereby associate ourselves together for the purpose of becoming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the State of Florida, providing for the formation, liability, rights, privileges and immunities of a corporation for profit.

ARTICLE I

Name of Corporation

The name of this corporation shall be:

Rohsonics Industries, Inc.

ARTICLE II

General Nature of Business

The general nature of the business to be transacted by this corporation shall be:

(A) Contracting machine parts along with metallizing and precision machining.

(B) To borrow or raise money for any of the purposes of the Corporation, in such amounts as the Board of Directors may from time to time determine, to issue bonds, debentures, notes or other obligations of any nature, and in any amount for monies so borrowed without limit as to amount, and if and to the extent so determined, to secure the principal thereof, and the interest thereon, by mortgage upon or pledge or conveyance or assignment in trust of, the whole or any part of the property of the Corporation, real or personal, including contract rights either at the time owned or thereafter acquired to in any other amount.

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To acquire all or part of the good will, rights, property and business of any person, firm, association or corporation heretofore or hereafter engaged in any business which the Corporation has the power to conduct, to pay for the same on cash or stock or bonds of the Corporation or otherwise to hold, utilize, or in any manner dispose of the whole or any part of the rights and properties so acquired, and to assume in connection therewith any liabilities of any such person, firm, association or corporation and conduct in any lawful manner the whole or any part of the business thus acquired.

ARTICLE III

Stock

The authorized Capital Stock of this Corporation shall consist of 100 shares of common stock, having a par value of One (\$1.00) Dollar per share.

ARTICLE IV

Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE V

Address

The address of the principle office of the Corporation shall be:

1070 Shadick Drive, "Bay F"
Orange City, Florida 32763

ARTICLE VI

Number of Directors

The business of the Corporation shall be conducted by a Board of Directors consisting of not less than two nor more than nine persons.

ARTICLE VII

Initial Directors

The names and posts office addresses of the members of the first Board of Directors, who shall hold office until the annual meeting of the stockholders or until their successors are elected or appointed and have been qualified are as follows:

<u>Name</u>	<u>Post Office Address</u>
Frederick G. Samuels	1221 Flatwoods Road Mims, Florida 32754
Regina Samuels	1070 Shadick Drive Orange City, Florida 32763

ARTICLE VIII

Subscribers

Name: Frederick G. Samuels
Name: Regina Samuels

To adopt, apply for, obtain, register, purchase, lease, take assignments or licenses of or otherwise to acquire, or obtain the use of, and to hold, protect, own, use, develop, introduce, advertise and exploit, and to sell, assign, lease, grant licenses or other rights in respect to, make contracts concerning or otherwise deal with, dispose of, or turn to account any copyrights, trade marks, trade names, brands, labels, patent rights, letters patent and patent applications of the United States of America or of any other county, government or authority and any inventions, improvements, processes, formulas, mechanical and other combinations, licenses and privileges.

To purchase or acquire by gift, devise, bequest, or otherwise, and to hold, own, use, lease, mortgage, pledge, sell, convey, assign, transfer, exchange or otherwise dispose of property of every nature and description, real, personal and mixed, or any right or interest therein, without limit as to amount, within or without the State of Florida.

To enter into, make and perform contracts of every sort and description, which may be necessary or convenient to the carrying on of the business of the Corporation, with any person, firm, association, corporation, municipality, body politic, county, state or government or colony or dependency or agency thereof.

To do all and everything necessary or proper for the accomplishment of the objects enumerated or necessary or incidental to the protection and benefit of the Corporation and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects set forth herein, provided the same be not inconsistent with the laws under which the Corporation is organized.

In general, to carry on any business and to have and exercise all of the powers conferred thereunder, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, and in any part of the world.

The objects and purposes specified in the foregoing clauses of the Article II shall, except where otherwise expressed in this Article, be in no ways limited or restricted by reference to, or inference from, the terms or any other clauses of this or any other Articles of Incorporation, but shall be construed as powers as well as object and purposes.

ARTICLE IX

Registered Agent

The name and post office address of the Registered Agent is as follows:

Name

Post Office Address

Frederick G. Samuels

1221 Flatwoods Road
Mims, Florida 32754

Special Provisions

(A) No holder of stock of the Corporation of any class shall have any preferential, pre-emptive or other right to subscribe for or to purchase from the corporation any stock of the Corporation or any class whether or not now authorized, or to purchase any bonds, debentures, certificates of indebtedness, notes, obligations or other securities, which the Corporation may at any time issue, whether or not the same shall be convertible into stock of the Corporation or any class.

(B) In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

To make, amend and alter the by-laws of this Corporation;

To fix the amount to be reserved as working capital and liens upon the real property and personal property of the Corporation;

From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the Corporation other than the stock book, or any of them, shall be open to inspection at the right of inspection any account book or document of this Corporation, except as conferred by statute unless authorized by resolution of the stockholders or directors.

(C) Pursuant to the affirmative vote of stockholders of record, holding stock in the Corporation entitling them to exercise at least a majority of the voting power, given at a stockholders' meeting duly called for the purpose, or when authorized by the written consent of stockholders of record holding stock in the corporation entitling them to do exercise at least a majority of the voting power, the Board of Directors shall have the power and authority at any meeting to sell, lease, or exchange all of the property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interest of the Corporation.

(D) This Corporation may in its by-laws confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon by the Statutes.

(E) No contract or other transaction between the Corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the Directors of the Corporation is or are interested in, or a Director or officer, or are Directors or Officers of any other corporation, and any Director or directors, individually or jointly, may be a party or parties to, or may be interested in any such contract or transaction of the corporation, or in which the Corporation is interested, and no contract, act or transaction in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the Corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation is hereby relieved from any liability which might otherwise exist from this contraction with the

Corporation for the benefit of himself or herself or any firm, association or corporation in which he/she may be in anyway interested, any director of the Corporation may vote upon any contract or other transaction between the Corporation and any subsidiary or controlled Corporation without regard to the fact that he/she is also a director of such subsidiary or controlled Corporation.

(F) Holders of shares of stock of this Corporation may include in agreements among themselves, limitations upon the transfer or assignment of the shares of stock of this Corporation, and this Corporation may become a party to said agreements.

(G) Both stockholders and Directors shall give power, if the by-laws so provide, to hold their meeting within or without the State of Florida, and to keep the books of the Corporation outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

(H) This Corporation will qualify under applicable section of Internal Revenue code and file as such.

(I) This Corporation reserves the right to amend, alter, change or repeal any provisions contained in these Article of Incorporation in the same manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted are subject to this reservation.

IN WITNESS WHEREOF, we, the undersigned, being each of the original subscribers hereinbefore named, hereunto set our hands and seals this 24th day of May, 1995, in the State of Florida.

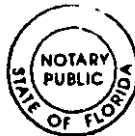
Frederick G. Samuels
FREDERICK G. SAMUELS

Regina Samuels
REGINA SAMUELS

STATE OF FLORIDA
COUNTY OF SEMINOLE

The foregoing instrument was acknowledged before me on this 24th day of May, 1995, by Patricia L. Reisinger

Patricia L. Reisinger
NOTARY PUBLIC



PATRICIA L. REISINGER
My Comm Exp. 9/27/97
Bonded By Service Ins
No. CC318847

☒ Personally Known ☐ Other I.D.

My commission expires:

CONSENT OF REGISTERED AGENT

Having been named as registered agent for this corporation at the registered office designated in the foregoing articles of incorporation, the undersigned accepts the designation.

Frederick G. Samuels
REGISTERED AGENT