

P95000048770

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

RECEIVED
91 JUL 22 AM 10 21
DIVISION OF CORPORATION

OFFICE USE ONLY

400001520484
-06/22/95--01042--005
*****980.00 *****70.00

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):
STEPLER ASSOCIATES, INC.

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

☒ Walk in ☒ Pick up time 2:00 ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" 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

FILED
65 JUL 22 PM 12 22

Examiner's Initials

SAB
6/22/95

ARTICLES OF INCORPORATION

OF

STEPLER ASSOCIATES, INC.

FILED

95 JUL 22 PM 12:22

CLERK OF DISTRICT COURT
PALM HARBOR, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

ARTICLE 1 - NAME

The name of the Corporation is **STEPLER ASSOCIATES, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - PURPOSE OF CORPORATION

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this Corporation is 3596 Florian Terrace, Palm Harbor, Florida 34685 and the mailing address is the same.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez
343 Almeria Avenue
Coral Gables, Florida 33134

ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President:	Paul S. Stepler
Secretary:	Rosemary Stepler
Treasurer:	Rosemary Stepler



ARTICLE 6 - DIRECTOR(S)

The Director(s) of the Corporation shall be:

Paul S. Stepler

ARTICLE 7 - CORPORATE CAPITALIZATION

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

ARTICLE 8 - POWERS OF CORPORATION

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.



ARTICLE 9 - TERM OF EXISTENCE

This Corporation shall have perpetual existence.

ARTICLE 10 - REGISTERED OWNER(S)

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

ARTICLE 11 - REGISTERED OFFICE AND REGISTERED AGENT

The initial address of registered office of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, 343 Almeria Avenue, Coral Gables, Florida 33134.

ARTICLE 12 - BYLAWS

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

ARTICLE 13 - EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

ARTICLE 14 - AMENDMENT

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 21 June 1995.

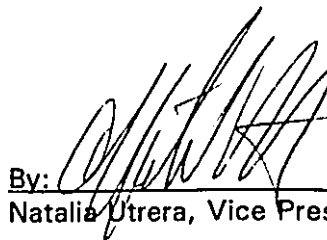


Elsie Sanchez, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The Law Firm of Lawrence J. Spiegel, Chartered doing business as AmeriLawyer®, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

The Law Firm Of Lawrence J. Spiegel,
Chartered doing business as
AmeriLawyer®



By: _____
Natalia Utrera, Vice President

ART110C

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95 JUN 22 PM 12:22



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ARTICLES OF MERGER
Merger Sheet

MERGING: -----

STEPLER ASSOCIATES, INC., a Connecticut corporation (not qualified to
transact business in Florida)

INTO

STEPLER ASSOCIATES, INC., a Florida corporation, P95000048770.

File date: October 30, 1995

Corporate Specialist: Louise Flemming-Jackson

MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

400 CLEVELAND STREET
P.O. BOX 1608 (ZIP 34601)
CLEARWATER FLORIDA 34615
(813) 441-8966 FAX (813) 442-8470

277 SOUTH CALHOUN STREET
P.O. BOX 3061 (ZIP 32302)
TALLAHASSEE FLORIDA 32302
(904) 224-9115 FAX (904) 222-1560

111 MADISON STREET, SUITE 2300
P.O. BOX 1631 (ZIP 33604)
TAMPA FLORIDA 33602
(813) 273-4700 FAX (813) 273-4346

October 26, 1995

IN REPLY REFER TO
Clearwater

Corporate Records Bureau
Division of Corporations
Department of State
Post Office Box 6327
Tallahassee, FL 32314

8000001624438
-10/31/95--01080--011
*****70.00 *****35.00

W.C.

Re: STEPLER ASSOCIATES, INC.

Gentlemen:

Enclosed please find an original and one (1) copy of the Articles of Merger for the above-named corporation. Also enclosed is our firm check in the amount of \$70.00 to cover the \$35.00 filing fee for each corporation involved. Once the Articles of Merger have been filed, please return a "stamped" copy to the attention of the undersigned.

Should you have any questions, please advise.

Sincerely yours,

Bryan J. Stanley
Bryan J. Stanley

/kt
encs.

cc: Stepler Associates, Inc.

FILED
1995 OCT 30 PM 12:05
TALLAHASSEE, FLORIDA

11-2-95

FILED
1985 OCT 30 PM 12:05
CLERK OF SUPERIOR COURT
JANUARY 1986

ARTICLES OF MERGER

The undersigned corporations, STEPLER ASSOCIATES, INC., a Connecticut corporation, and STEPLER ASSOCIATES, INC., a Florida corporation, in accordance with Florida Statutes §607.1101, et seq. do hereby adopt the following Articles of Merger:

A. The parties hereto agree to effect this Merger. The Plan of Merger adopted by the unanimous vote of the Board of Directors and shareholders of STEPLER ASSOCIATES, INC., a Connecticut corporation, and STEPLER ASSOCIATES, INC., a Florida corporation is as follows:

1. Surviving Corporation. STEPLER ASSOCIATES, INC., a Connecticut corporation shall be merged into STEPLER ASSOCIATES, INC., a Florida corporation, which shall be the surviving corporation.

2. Ownership of Stock. The outstanding shares of stock of both STEPLER ASSOCIATES, INC., a Connecticut corporation, and STEPLER ASSOCIATES, INC., a Florida corporation, are wholly owned by Paul S. Stepler, and there are no other shareholders of either corporation. Paul S. Stepler will continue as the sole shareholder of STEPLER ASSOCIATES, INC.,

3. Terms and Conditions of Merger. On the Effective Date of the merger of STEPLER ASSOCIATES, INC., a Connecticut corporation, the separate existence of STEPLER ASSOCIATES, INC., a Connecticut corporation shall cease. The stock of STEPLER ASSOCIATES, INC., a Florida corporation, now wholly owned by Paul S. Stepler, shall be retained by Paul S. Stepler, and the stock of STEPLER ASSOCIATES, INC., a Connecticut corporation, shall be cancelled. STEPLER ASSOCIATES, INC., a Florida corporation, shall therewith succeed to all of the properties, rights, and other assets and shall be subject to all of the liabilities of STEPLER ASSOCIATES, INC., a Connecticut corporation, including any contract of employment existing on the effective date of the Merger with Paul S. Stepler, without further action by either corporation.

4. Articles of Incorporation. The Articles of Incorporation of STEPLER ASSOCIATES, INC., a Florida corporation, as in effect on the effective date of the Merger, shall continue in full force and effect as the Articles of Incorporation of STEPLER ASSOCIATES, INC., and shall not be changed or amended by the Merger. STEPLER ASSOCIATES, INC., a Florida corporation, reserves the right and power, after the effective date of the Merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Incorporation in the manner now or hereafter prescribed by statute, and all of the rights or privileges conferred upon officers, directors, or stockholders herein are subject to this reservation.

5. By-Laws. The By-Laws of STEPLER ASSOCIATES, INC., a Florida corporation, as such By-Laws exist on the effective date of the Merger shall remain and be the By-Laws of STEPLER ASSOCIATES, INC., a Florida corporation until altered, amended or repealed, or until new By-Laws shall be adopted in accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

6. Directors and Officers. The officers and directors of STEPLER ASSOCIATES, INC., a Florida corporation, as of the effective date of the Merger shall continue in office until the next Annual Meeting of the stockholders of STEPLER ASSOCIATES, INC., a Florida corporation.

7. Further Assurances. If, at any time, STEPLER ASSOCIATES, INC., a Florida corporation, shall determine that additional conveyances, documents, or other actions are necessary to carry out the provision of this Plan of Merger, the officers and directors of both companies to the Merger, as of the effective date of this merger, shall execute such conveyances or documents to take such action.

8. Effective Date. The effective date of this merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.

B. These Articles and Plan of Merger were duly adopted and approved by the Boards of Directors and shareholders of both companies, in each case by a Written Action in Lieu of Meeting dated the 18th day of October, 1995, in the manner and by the vote required by the laws of the State of Florida and the State of Connecticut.

C. The effective date of the merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.

D. Pursuant to §607.1101, et seq., the Plan of Merger has been adopted by the Board of Directors of STEPLER ASSOCIATES, INC., a Connecticut corporation, and STEPLER ASSOCIATES, INC., a Florida corporation, and submitted to and approved by the shareholders of each corporation.

IN WITNESS WHEREOF, these Articles of Merger have been executed by the President and Secretary of each of the corporations a party to this agreement, this 18th day of October, 1995.

ATTEST:

Rosemary Stepler
Secretary

STEPLER ASSOCIATES, INC.,
a Connecticut corporation

By: Paul S. Stepler
Paul S. Stepler, President

ATTEST:

Rosemary Stepler
Secretary

STEPLER ASSOCIATES, INC.,
a Florida corporation

By: Paul S. Stepler
Paul S. Stepler, President

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18 day of October, 1995
by PAUL S. STEPLER of STEPLER ASSOCIATES, INC., a Connecticut corporation, on behalf
of the corporation. He is personally known to me or has produced FL Driver's License
as identification.

Regina L. Hunter

Notary Public

Print Name Regina L. Hunter

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 18 day of October, 1995
by PAUL S. STEPLER of STEPLER ASSOCIATES, INC., a Florida corporation, on behalf
of the corporation. He is personally known to me or has produced FL Driver's License
as identification.

Regina L. Hunter

Notary Public

Print Name Regina L. Hunter

My Commission Expires:

P95000048770

Mail this postcard to businesses and people who send you mail.

Please send mail to new address beginning: 6.7.1.1.97
Month Day Year

STEPHEN ASSOCIATES INC.

My Name (Last name, first name, middle initial)

3516 PLAZA

OLD Complete Street Address or PO Box or Rural Route and RR Box

1704 ALABAMA DRIVE

City or Post Office

State

ZIP or ZIP+4 Code

NEW Complete Street Address or PO Box or Rural Route and RR Box

641265

City or Post Office

State

ZIP or ZIP+4 Code

NEW Telephone Number (Optional)

1-500-43770

Account Number (if applicable)

1245 Stephen

Signature

Today's Date Month Day Year

KS 7/9