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TREISER, KOBZA, & VOLPE

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Examiner's Initials

The Northern Trust Building • 4001 Tamiami Trail North • Suite 330

Other

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Leslie Browning Legal asst

941-649-4900

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# ARTICLES OF INCORPORATION

**OF** 

# UNITED PLEDGE SOCIETY, INC.

The undersigned, acting as the Incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such Corporation:

#### ARTICLE [

#### NAME AND ADDRESS

The name of the corporation is United Pledge Society, Inc. The address of the corporation is c/o Stanley J. Lieberfarb, Esquire, Treiser, Kobza & Volpe, Chartered, The Northern Trust Building, 4001 North Tamiami Trail, Suite 330, Naples, Florida 33940.

#### ARTICLE II

#### DURATION

This corporation shall commence its existence on the date of filing of these Articles of incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

# ARTICLE III

#### **PURPOSE**

The purpose of the corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.

#### ARTICLE IV

#### **SHARES**

The corporation shall have the authority to issue Seven Thousand Five Hundred (7,500) shares of common stock, all of one class, with a par value of One Dollar (\$1.00) per share.

#### ARTICLE V

# PRE-EMPTIVE RIGHTS

There shall be no pre-emptive rights for any shareholder.

#### ARTICLE VI

# **INCORPORATOR**

The name and address of the Incorporator is Jack Wiadro, 3468 Donoso Court, Naples, Florida 33999.

#### ARTICLE VII

#### **BY-LAWS**

The first By-Laws of the corporation shall be adopted by the Board of Directors and may be altered, amended or reseinded by the Board of Directors of the shareholders in the manner provided in the By-Laws.

#### **ARTICLE VIII**

# **BOARD OF DIRECTORS**

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the By-Laws. The number and term of the Directors shall be established from time to time according to the procedure provided in the By-Laws. The corporation shall have four (4) Directors initially, and the name and address of such initial Directors are as follows:

Mr. Jack Wiadro 3468 Donoso Court Naples, Florida 33999

Mr. Albert Golin 2400 Presidential Way West Palm Beach, Florida 33401 Mrs. Nancy Wiadro 3468 Donoso Court Naples, Florida 33999

Mr. Albert Wiadro Suffolk D 167 Century Village West Boca Raton, Florida 33434

## ARTICLE IX

## CONTRACTS WITH DIRECTORS

No contract or other transaction between this corporation and any other corporation, and no act of this corporation, shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. 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 this 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 this corporation who is also a director or an officer of such other corporation, or who is so interested, may not be counted in determining the existence of a quorum and may not participate in or vote at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction.

#### ARTICLE X

## SHAREHOLDERS' PROPERTY

The private property of the shareholders shall not be subject to payment of the corporate debts to any extent.

#### ARTICLE XI

#### INDEMNIFICATION

The corporation shall indemnify and insure its officers and directors to the fullest extent permitted by law either now or hereafter.

## **ARTICLE XII**

#### REGISTERED AGENT AND OFFICE

The registered agent of the corporation is Mr. Jack Wiadro and the address of the registered office is 3468 Donoso Court, Naples, Florida 33999.

IN WITNESS WHEREOF, the incorporator has affixed his signature on the day of July, 1995.

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# STATE OF FLORIDA COUNTY OF COLLIER

by	The foregoing JACK WIA	idico, who	was acknowledged is personally lentification) and d	known to	me (or	lay of Jul	ly, 1995 produced
			1	Notary Public Libertary			
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# ACCEPTANCE BY REGISTERED AGENT

Having been designated in the foregoing Articles of Incorporation as the Registered Agent of the above-named corporation to accept service of process for said corporation, at the place designated as the Registered Office, I hereby accept such designation and agree to act in such capacity and to comply with the provisions of the Florida General Corporation law in all other respects.

Dated this 6th day of July, 1995.

ACK WIADRO

SECRETARY OF STATE SECRETARY OF STATE

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