

PA6000027356

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

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

(City, State, Zip)

(Phone #)

4000001761044

03/28/96--01030--024

\*\*\*\*420.00 \*\*\*\*70.00

OFFICE USE ONLY

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. MONTECH HOLDINGS, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☒ Walk in ☒ Pick up time 2 ☐ 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  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
30 MAR 28 PM 1:22

RECEIVED  
3-28-96  
DIVISION OF CORPORATIONS  
30 MAR 28 AM 10:42

Examiner's Initials WV

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
56 MAR 28 PM 1:22

# ARTICLES OF INCORPORATION OF MONTECH HOLDINGS, INC.

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 **MONTECH HOLDINGS, 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 12155 Metro Parkway, Fort Meyers, Florida 33912 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:	Larry W. Johnson
Secretary:	Larry W. Johnson
Treasurer:	Larry W. Johnson

whose addresses shall be the same as the principal office of the Corporation.



## **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Larry W. Johnson

whose addresses shall be the same as the principal office of the Corporation.

## **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 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - 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 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



#### **ARTICLE 12 - 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 thereof, 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 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - 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 15 - EFFECTIVE DATE**

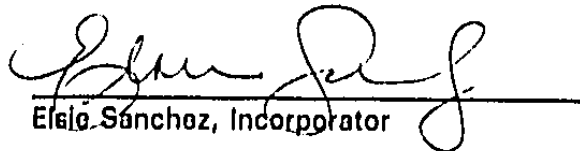
These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - 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 MAR 27 1996.

  
Eladio Sanchez, Incorporator


96 MAR 28 PM 1:23

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

AmeriLawyer® Chartered, 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.

AmeriLawyer® Chartered

By:   
Lawrence J. Spiegel, President



P96000027356

THOMAS E. MOOREY

ATTORNEY AT LAW

1000 N. GULF BLVD., SUITE 1000

PORT ST. LUCIE, FLORIDA 34953

(407) 276-5005

FAX (407) 276-2044

September 19, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, Florida 32314

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

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\*\*\*\*\*35.00 \*\*\*\*\*35.00

RE: MONTECH HOLDINGS, INC.

Gentlemen:

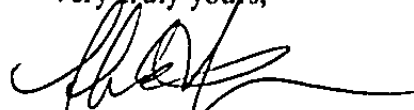
I am herewith enclosing an original and a copy of Articles of Amendment to Articles of Incorporation changing the number of authorized shares of stock for the above-referenced corporation.

Enclosed find our check in the amount of \$35.00, representing the filing fee.

Please file the original of the enclosed Articles of Amendment and return the proof of filing copy to the undersigned.

Your prompt attention to this matter would be appreciated.

Very truly yours,



Thomas E. Moorey

bd  
Enclosures

SH 9/27

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
MONTECH HOLDINGS, INC.

A. The following provisions of the Articles of Incorporation of MONTECH HOLDINGS, INC., a Florida corporation, filed on March 28, 1996, be and they hereby are amended in the following particulars:

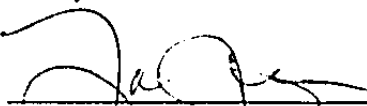
ARTICLE 7 - CORPORATE CAPITALIZATION (Paragraph 7.1),  
is amended to read as follows:

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is Five Million (5,000,000) shares of common stock, each share having the par value of one cent (\$.01).

B. The foregoing Amendment was adopted by unanimous vote of all of the Stockholders and Directors of the corporation at a special meeting of Shareholders held on July 12, 1996.

IN WITNESS WHEREOF, the undersigned President and Secretary of the corporation have executed these Articles of Amendment this 17<sup>th</sup> day of Sept, 1996.

  
\_\_\_\_\_  
ROBERT A. SWANSON, President

  
\_\_\_\_\_  
LARRY W. JOHNSON, Secretary/  
Treasurer



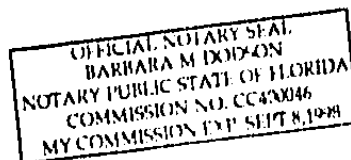
STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **ROBERT A. SWANSON**, President of **MONTECH HOLDINGS, INC.**, personally known to me and known by me to be the person who executed the foregoing Articles of Amendment, or who has produced (personally known) as identification and he acknowledged before me that he executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 17<sup>th</sup> day of SEPT, 1996.

Barbara M Dodson  
Notary Public

My Commission Expires:



STATE OF FLORIDA  
COUNTY OF LEE

BEFORE ME, a Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared **LARRY W. JOHNSON**, Secretary/Treasurer of **MONTECH HOLDINGS, INC.**, personally known to me and known by me to be the person who executed the foregoing Articles of Amendment, or who has produced \_\_\_\_\_ as identification and he acknowledged before me that he executed these Articles of Amendment.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 18<sup>th</sup> day of Sept, 1996.

Tammy Holt  
Notary Public

My Commission Expires:

