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TRANSMITTAL LETTER

96 MAY 17 AM 9:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

900001827189  
-05/17/96--01091--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Geo Resources & Engineering, 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:

James S. Carey

Name (printed or typed)

7147 Hammock Lakes Dr.

Address

Viera Florida 32940

City, State & Zip

407-255-8386

Daytime Telephone number

N. HENDRICKS MAY 23 1996

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF INCORPORATION**

Geo Resources & Engineering, Inc.  
of

**ARTICLE I**

NAME: The name of the corporation shall be Geo Resources & Engineering, Inc.

**ARTICLE II**

PRINCIPAL (REGISTERED) OFFICE: The principal (registered) office of this corporation is to be located at:

7147 Hammock Lakes Dr.  
In the City of Melbourne, County of Brevard,  
State of Florida, and may transact its business and maintain offices for  
such purposes at such other places either within or without this State.

**ARTICLE III**

PURPOSE: The purpose for which this corporation is organized is the transaction of any and all lawful business for  
which a corporation may be incorporated under the laws of the State of Florida,  
as they may be amended from time to time.

**ARTICLE IV**

INITIAL BUSINESS: The corporation initially intends to engage in the business of Environmental  
and Civil Engineering and Consulting.

**ARTICLE V**

BOARD OF DIRECTORS AND INCORPORATORS: The Initial Board of Directors shall consist of the Directors  
who are the incorporators. The names and post office addresses of the incorporators and the persons who are to  
serve as directors until the first annual meeting of the Stockholders, or until their successors are elected and  
qualified, are:

James S. Carey  
(Name)

7147 Hammock Lakes Dr.  
(Address)

Melbourne FL 32940  
(City/State/Zip Code)

Merijean Carey  
(Name)

7147 Hammock Lakes Dr.  
(Address)

Melbourne FL 32940  
(City/State/Zip Code)

_____ (Name)	_____ (Address)
	_____ (City/State/Zip Code)
_____ (Name)	_____ (Address)
	_____ (City/State/Zip Code)

#### ARTICLE VI

**NUMBER OF DIRECTORS:** The number of persons to serve on the Board of Directors shall be fixed by the Bylaws, but in no case shall the number be less than two or more than ten. The Directors need not be Stockholders of the Corporation unless so required by the Bylaws. The Board of Directors shall be elected by the Stockholders at their annual meeting to be held on the First Wednesday of January each year, or such other day as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole board, designate one or more committees which to the extent provided in said resolution or resolutions or in the Bylaws shall have and may exercise all powers of the Board of Directors on the management of the activities and affairs of the corporation and may have power to authorize the seal of the corporation to be fixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated on the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The Board of Directors may elect such officers as the Bylaws may specify, who shall, subject to the provisions of the Statutes, have such titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter or repeal the Bylaws of this corporation or any article therein.

#### ARTICLE VII

**PRIVATE PROPERTY:** The private property of the Stockholders, Directors, Officers, employees and/or Agents of the corporation shall be forever exempt from all corporate debts of any kind whatsoever, as provided under State Laws.

#### ARTICLE VIII

**INDEMNIFICATION OF OFFICERS AND DIRECTORS:** The corporation shall indemnify every Director and Officer, or his or her heirs, executors and administrators against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to be liable for negligence or misconduct. In the event of a settlement, indemnification shall be provided only in connection with such matters covered by the settlement as to which corporation is advised by counsel that the person to be indemnified did not commit such a breach of duty. This right of indemnification shall not be exclusive of other rights to which he or she may be entitled. As used in this Article, expenses shall include amounts of judgments, penalties or fines rendered or levied against such officer or director, and the amounts paid in settlement by him or her in such settlement shall have been approved by the Board of Directors of the Corporation, and so provided under State Laws.

#### ARTICLE IX

**CAPITAL STOCK:** (Indicate below, the number, kind and par value of the Capital Stock)

☒ The corporation shall have the authority to issue 1,000,000 (one million) Shares of Common Stock, each share to have No Par Value. The shares may be issued for the consideration expressed in dollars as may be fixed from time to time by the Board of Directors, and may be designated as voting or non-voting at the time of issuance.

☐ The corporation shall have the authority to issue \_\_\_\_\_  
Shares of Common Stock, each share to have a Par Value of \$ \_\_\_\_\_; The shares may be  
issued upon such terms as the Board of Directors may from time to time authorize including the designation as to  
whether such shares shall be voting or non-voting.

☐ The corporation shall have the authority to issue two classes of stock. The classification and par value of each  
share of stock shall be as follows: \_\_\_\_\_

Shares of Common Stock with \_\_\_\_\_ Par Value, designated as Class A Common Stock;  
and \_\_\_\_\_ Shares of Preferred Stock with  
a Par Value of \$ \_\_\_\_\_ each share, designated as Class B Preferred Stock.

Said preferred stock may be issued from time to time in one or more classes or series, with such dividend rates,  
voting rights, rights of conversions, rights upon dissolution or liquidation and with such designations, preferences  
and relative participation, optional or other special rights or qualifications, limitations or restrictions thereof, as shall  
be determined by resolution adopted by the Board of Directors at the time such stock is issued.

#### ARTICLE X

STATUTORY(RESIDENT)(REGISTERED) AGENT: The name and post office address of the initial Statutory  
(Resident)(Registered) Agent for the corporation who agrees to accept service of process on behalf of the corporate  
entity is: James S. Carey 7147 Hammock Lakes Dr.  
Melbourne FL 32940

#### ARTICLE XI

FISCAL YEAR: The fiscal year of the corporation shall be from January 1<sup>st</sup> to  
December 31<sup>st</sup> of each year.

IN WITNESS WHEREOF, we have set our hands this 15<sup>th</sup> day of May, 19 96.

James S. Carey  
Signature of Incorporator  
William J. Carey  
Signature of Incorporator

\_\_\_\_\_  
Signature of Incorporator

\_\_\_\_\_  
Signature of Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, 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: Geo Resources & Engineering, Inc.

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

James S. Carey  
(NAME)

7147 Hammock Lakes Dr.  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Viera FL 32940  
(CITY/STATE/ZIP)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*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.*

James S. Carey  
(SIGNATURE)

5/15/96  
(DATE)