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TRANSMITTAL LETTER

November 30, 1996

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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-12/04/96--01102--002  
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**SUBJECT:** Sierra Consulting Company, Inc.

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 DEC -4 PM 4:00

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$131.25 for filing fee, certified copy and certificate.

**FROM:** Matthew West  
3335 Rostan Lane  
Lake Worth, Florida 33461

(407) 969-6968

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12/9

## ARTICLES OF INCORPORATION

### SIERRA CONSULTING COMPANY, INCORPORATED.

*The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.*

#### ARTICLE I NAME

The name of the corporation shall be: Sierra Consulting Company, Inc.

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Corporation shall be: 3335 Rostan Lane Lake Worth, Florida 33461. The Corporation may have such other offices, either within or without the State of Florida, as the business of the Corporation may require from time to time.

#### ARTICLE III SHAREHOLDERS

SECTION 1. Annual Meeting. The annual meeting of the shareholders shall be held on the first day in the month of February in each year, beginning with the year 1996, at the hour of 11:00 o'clock a.m., for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Florida, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting of the shareholders, or at any adjournment thereof, the President shall cause the election to be held at a special meeting of the shareholders as soon thereafter as conveniently may be.

SECTION 2. Special Meetings. Special meetings of the shareholders, for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President.

SECTION 3. Place of Meeting. The President may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place of

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meeting for any annual meeting or for any special meeting. A waiver of notice signed by all shareholders entitled to vote at a meeting may designate any place, either within or without the State of Florida, unless otherwise prescribed by statute, as the place for the holding of such meeting. If no designation is made, the place of meeting shall be the principal office of the Corporation.

SECTION 4. Notice of meeting. Written notice stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall unless otherwise prescribed by statute, be delivered not less than five nor more than ten days before the date of the meeting, to each shareholder of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail, addressed to the shareholder at his address as it appears on the stock transfer books of the Corporation, with postage thereon prepaid.

SECTION 5. Quorum. A majority of the outstanding shares of the Corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If less than a majority of the outstanding shares are represented at a meeting, a majority of the shares so represented may adjourn the meeting from time to time without further notice. At such adjourned meeting at which a quorum shall be present or represented, any business may be transacted which might have been transacted at the meeting as originally noticed. The shareholders present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough shareholders to leave less than a quorum.

SECTION 6. Proxies. At all meetings of shareholders, a shareholder may vote in person or by his duly authorized attorney-in-fact. Such proxy shall be filed with the secretary of the Corporation before or at the time of the meeting.

SECTION 7. Voting of Shares. Each outstanding share entitled to vote shall be entitled to one vote upon each matter submitted to a vote at a meeting of shareholders.

SECTION 8. Informal Action by Shareholders. Unless otherwise provided by law, any action required to be taken at a meeting of the shareholders, or any other action which may be taken at a meeting of the shareholders, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders entitled to vote with respect to the subject matter thereof.

### **ARTICLE III OFFICERS**

**SECTION 1. Number.** The officers of the Corporation shall be a President and a Secretary / Treasurer. Such other officers and assistant officers as may be deemed necessary may be elected or appointed by the President. In its discretion, the President may leave unfilled for any such period as it may determine any office except that of Secretary. Any two or more offices may be held by the same person, except for the offices of President and Secretary which may not be held by the same person. Officers may be directors or shareholders of the Corporation.

**SECTION 2. Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the President.

**SECTION 3. President.** The president shall be the principal executive officer of the Corporation and shall supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the shareholders. He may sign, with the Secretary certificates for shares of the Corporation, any deeds, mortgages, bonds, contract, or other instruments and in general shall perform all duties incident to the office of President.

**SECTION 4. Secretary.** The Secretary shall: (a) keep the minutes of the proceedings of the shareholders in one or more minute books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Articles of Incorporation or as required by law; (c) be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized; (d) keep a register of the post office addresses of each shareholder which shall be furnished to the Secretary by such shareholder; (e) sign with the President certificates for shares of the corporation; (f) have general charge of the stock transfer books of the Corporation; and (g) in general perform all duties incident to the office of the Secretary.

**SECTION 5. Treasurer.** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for moneys due and payable to the Corporation from any source what-so-ever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories; and (c) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President.

**SECTION 6. Salaries.** The salaries of the officers shall be fixed from time to time, and no officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the Corporation.

## **ARTICLE IV INDEMNITY**

The Corporation shall indemnify its directors, officer and employees as follows:

(a) Every director, officer or employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be make a party, or in which he may become involved, by reason of his being or having been a director, officer, employee or agent of the Corporation or is or was serving at the request of the corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, or any settlement thereof, whether or not he is a director, officer, employee or agent at the time such expenses are incurred, except in such cases wherein the director, officer or employee is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement the indemnification herein shall apply only when the President approves such settlement and reimbursement as being for the best interests of the corporation.

(b) The Corporation shall provide to any person who is or was a director, officer, employee, or agent of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of the corporation, partnership, joint venture, trust or enterprise, the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

(c) The President may, in its discretion, direct the purchase of liability insurance by way of implementing the provisions of the Article V.

## **ARTICLE V CERTIFICATES FOR SHARES AND THEIR TRANSFER**

**SECTION 1. Certificates for shares.** Certificates representing shares of the Corporation shall be in such form as shall be determined by the President. Such certificates shall be signed by the President and by the Secretary or by such other officers authorized by law and sealed with the corporate seal. All certificates for shares shall be consecutively numbered or other wise identified. The name and address of the person to whom the shares represented thereby are issued, with the number of shares and date of issue, shall be entered on the stock transfer books of the Corporation. All certificates surrendered to the Corporation for transfer shall be canceled and no new certificate shall be issued until the former certificate for a like number of shares shall have been surrendered and canceled, except that in case of a lost, destroyed or mutilated certificate, a new one may be issued therefor upon such terms and indemnity to the Corporation as the President may prescribe.

**SECTION 2. Transfer of Shares.** Transfer of shares of the corporation shall be made only on the stock transfer books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of the certificate for such shares. The person in whose name shares stand on the books of the Corporation shall be deemed by the corporation to be the owner thereof for all purposes. Provided, however, that upon any action undertaken by the shareholders to elect S Corporation status pursuant to Section 1362 of the Internal Revenue Code and upon any shareholders agreement thereto restriction the transfer of said shares so as to disqualify said S Corporation status, said restriction on transfer shall be made a part of the Articles of Incorporation so long as said agreement is in force and effect.

**SECTION 3. Number of Outstanding Shares.** The number of shares of stock that this Corporation is authorized by its President to have outstanding at any one time is 500.

#### **ARTICLE VI FISCAL YEAR**

The fiscal year of the Corporation shall begin on the first day of January and end on the 31st day of December of each year.

#### **ARTICLE VII CORPORATE SEAL**

The President shall provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words, "Corporate Seal".

#### **ARTICLE VIII WAIVER OF NOTICE**

Unless otherwise provided by law, whenever any notice is required to be given to any shareholder or director of the Corporation under the provisions of these Articles of Incorporation or under the provisions of the applicable Business Corporation Act, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

**ARTICLE IX  
REGISTERED AGENT**

The name and address of the initial registered agent of this corporation is:

Name: Tracy West  
Address: 3335 Rostan Lane  
Lake Worth, Florida 33461

**ARTICLE X  
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Name: Matthew West  
Address: 3335 Rostan Lane  
Lake Worth, Florida 33461

**ARTICLE XI  
AMENDMENTS**

These Articles of Incorporation may be altered, amended or repealed and new Articles of Incorporation may be adopted by the President.

The undersigned incorporator has executed these Articles of Incorporation this Thirteenth day of November 1996.

  
Signature

**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: Sierra Consulting Company, Inc.
2. The name and address of the registered agent and office is:

Tracy West  
3335 Rostan Lane  
Lake Worth, Florida 33461

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*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.*

  
\_\_\_\_\_  
Signature

11-13-96  
Date