

P9M0000015346

Char. Number

2-7-97

Requestor's Name

Address

City

State

ZIP

Phone

VALIDATION ONLY

FILED
97 FEB 18 AM 11:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

700002082207--1
-02/10/97--01021--018
***122.50 ***122.50

CORPORATION(S) NAME

Risk Assessment Services, Inc.

☒ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of Registered Agent

☒ Certified Copy

☐ Photo Copies

☐ Certificate Under Seal

☐ Call When Ready

☐ Call If Problem

☐ After 4:30

☒ Walk In

☐ Will Wait

☒ Pick Up

☐ Mail Out

Name

Availability

Document

Examiner

Updater

Verifier

Acknowledgment

W.P. Verifier

W97-3290

CERTIFIED COPY

AL FEB 18 1997

Empire Toll Free: 1-800-432-3028

RECEIVED
97 FEB 10 AM 10:29
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 10, 1997

EMPIRE

MIAMI, FL

SUBJECT: RISK ASSESSMENT SERVICES, INC.
Ref. Number: W97000003290

We have received your document for RISK ASSESSMENT SERVICES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Teresa Brown
Corporate Specialist

Letter Number: 197A00006985

RECEIVED
FEB 19 1997
DIVISION OF CORPORATIONS

**ARTICLES OF INCORPORATION
OF
RISK ASSESSMENT SERVICES, INC.**

FILED

97 FEB 18 AM 11:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

ARTICLE I - NAME

The name of the corporation is:

RISK ASSESSMENT SERVICES, INC.

ARTICLE II - CORPORATE EXISTENCE

The corporation shall be in existence at the time of approval of the Articles of Incorporation by the Department of State and shall have perpetual existence.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares that the corporation shall have the authority to issue is seven thousand, five hundred (7,500) shares of capital stock with a par value of One Dollar (\$1) per share. The shares of the corporation are not to be divided into classes.

ARTICLE V - PREEMPTIVE RIGHTS

The holders of the capital stock of the corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time, in addition to the stock authorized and issued by the corporation. Every shareholder, upon the sale of any new stock of this corporation of the same kind, shall have the right to purchase his pro-rata share thereof, as nearly as may be done without issuance of fractional shares, at the price at which it is offered to others.

ARTICLE VI - STOCK TRANSFERS

No shareholder shall have a right to sell, sign, pledge, encumber, transfer or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the last known address of the other shareholders of the corporation and to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of the shares as he may see fit. On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately following his death on the terms set forth above, and this provision shall be binding on the executor, administrator or personal representative of each shareholder. Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "These shares are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

and Principal Place of Business

The initial street address in the State of Florida and the initial registered office of the corporation is: and principal place of business is

11878 Butternut Street
Palm Beach Gardens, Florida 33410

and the name of the initial registered agent of the corporation at such address is:

Lawrence D. Carlisle

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of two (2) members. The number of Directors shall be increased or decreased from time to time as determined by the By-Laws but shall never be less than two (2). The names and addresses of the initial Directors are:

Lawrence D. Carlisle
11878 Butternut Street
Palm Beach Gardens, Florida 33410

Thomas P. Carlisle
169 Cypress Point Drive
Palm Beach Gardens, Florida 33418

ARTICLE IX - INCORPORATOR

The names and addresses of the initial incorporators are:

Lawrence D. Carlisle
11878 Butternut Street
Palm Beach Gardens, Florida 33410

Thomas P. Carlisle
169 Cypress Point Drive
Palm Beach Gardens, Florida 33418

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify any officer or Director, or any former officer or Director, to the full extent permitted by law. Neither the shareholders, Directors, officers or agents of the said corporation shall be personally liable for debts or obligations of the corporation, except as provided in Chapter 607 of the Florida Statutes.


ARTICLE XII - SPECIAL PROVISIONS


The following special provisions shall govern this corporation:

1. The time and place of annual shareholders' meetings shall be fixed and provided for in the By-Laws of the corporation. Notice of the shareholders' meetings shall be given in or by one of the methods prescribed by the laws of the State of Florida applicable to this corporation. Subject to such laws and to the provisions thereof, the method or methods whereby notice of the shareholders' meetings is given may be prescribed in and by the By-Laws.
2. Any shareholder may, in writing, waive notice of any meeting, either before, at or after the meeting. Subject to such limitations, if any, as may be contained in the By-Laws, when shareholders who hold a majority of the issued stock shall be present at a meeting, however called or notified, and shall sign a written consent thereto on the records of the meeting, the acts of such meeting shall be as valid as if legally called and notified.
3. The officers of the Corporation shall be: President, Vice President, Secretary, Treasurer, and such other officers, agents and factors as may be deemed necessary or expedient and provided for in the By-Laws or by resolution of the Board of Directors.

4. All officers, agents and factors shall be chosen in such a manner, have such qualifications, hold their offices for such terms, have such powers and perform such duties as pertain to their respective offices under the laws of Florida or as may be prescribed by the By-Laws or by resolution by the Board of Directors. Any person may hold two or more offices.
5. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment thereto and any right conferred upon the shareholders who are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and seal this 3rd day of February, 1997.

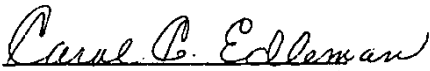

Lawrence D. Carlisle registered agent and Incorporator


Thomas R. Carlisle Incorporator

**STATE OF FLORIDA
COUNTY OF PALM BEACH**

BEFORE ME, the undersigned authority, personally appeared **LAWRENCE D. CARLISLE** and **THOMAS P. CARLISLE**, well known to me to be the persons described in and who subscribed to the above Articles of Incorporation, and they did freely and voluntarily acknowledge before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal in the State and County aforesaid, this 3rd day of February, 1997.


Notary Public, State of Florida at Large

My commission expires:



FILED

97 FEB 18 AM 11:08

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

RECEIVED DATE
ALL ABOUT FLORIDA

Pursuant to the provisions of section 607.0901, Florida Statute, 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.

First that RISK ASSESSMENT SERVICES, INC.
(Name of Corporation)
desiring to organize under the laws of the State of FLORIDA
(Florida)
with its principal office, as indicated in the articles of incorporation has named LAWRENCE D. CARLISLE
(Name of Registered Agent)
located at PALM BEACH GARDENS, County of PALM BEACH
(City) (County)
State of Florida, as its agent to accept service of process within this state.

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


Registered Agent