

P97000040189

J. Mc Gowan  
919 East Adams Street  
Jacksonville, FL  
32202

900002162639--6

-05/01/97--01130--018

\*\*\*\*131.25 \*\*\*\*131.25

Office Use Only

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

1. <sup>INTERNATIONAL</sup> Sikes Enterprises Inc. (Corporation Name) (Document #)
2. (Corporation Name) (Document #)
3. (Corporation Name) (Document #)
4. (Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input 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

RECEIVED DATE  
4-25-97

PH 5/6/97

W-7-10287  
PH 5/5/97  
Sikes

corp name

Examiner's Initials

April 30, 1977

To: Beth Register

Please find enclosed two original copies  
of the Articles of Incorporation for  
"Sikes Enterprises, Inc.". The articles are  
to be activated when received. Please  
return at least one certified original  
as soon as possible. In case of questions  
you may reach me at (904) 777-0103.  
Your assistance will be greatly appreciated.

Sincerely  
Dr. William F. Sikes

P.S.  
check enclosed

**ARTICLES OF INCORPORATION**

of

**SIKES INTERNATIONAL ENTERPRISES, INC., STATE OF  
TALLAHASSEE, FLORIDA**

FILED

97 MAY -1 PM 1:42

The undersigned, acting as Incorporators under the provisions of Florida Statutes, Chapter 607, in the State of Florida, United States of America, hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**Corporate Name**

The name of this corporation shall be: **SIKES INTERNATIONAL ENTERPRISES, INC.**

**ARTICLE II**

**Effective Date of Incorporation**

Pursuant to Section 607.0123, Florida Statutes, the effective date for which this corporation will commence all business activities with the State of Florida will be: April 25, 1997 A.D.

**ARTICLE III**

**Terms of Duration**

The corporation shall exist perpetually until dissolved according to laws of the State of Florida.

**ARTICLE IV**

**Registered Principal Office**

The initial principal address and physical place of business of this Corporation shall be:

**919 East Adams Street  
Jacksonville, FL. 32202**

The official mailing address of this Corporation for all correspondence shall be:

**919 East Adams Street  
Jacksonville, FL. 32202**

**ARTICLE V**  
**Powers of the Corporation**

This Corporation may engage in any legal activity or business permitted under the laws of the United States of America and of the State of Florida, and pursuant to Section 607.1904, Florida Statutes, are hereby implicitly granted all statutory powers of a Corporation as allowed by the State of Florida.

**ARTICLE VI**  
**Purposes of the Corporation**

The primary purpose of this Corporation is to make profit through lawful business by selling any products and/or technologies (developed internally or externally), and/or by offering professional, scientific, engineering, and technical services by its employees or subcontractors in the form of consultation or by performing technical work for a fee to the general scientific community or any research organization, in any field of science, in government, academia and private industry throughout the United States and the International markets as permitted by commerce laws of the United States of America, and the State of Florida, and approved by the Board of Directors.

The secondary purpose of this Corporation is to conduct internal basic research in any field of science, for the development of new products and/or technologies for purposes of sale, or for the interest of any paying customer or client, or for the benefit of mankind as approved by the Board of Directors. Sources of funding for approved basic research and development projects will be obtained from monies received by direct sales of products and services made by the Corporation and/or from research grants awarded to the Corporation or its employees by any outside agency, institution, or individual as approved by the Board of Directors.

**ARTICLE VII**  
**Initial Registered Agent and Office**

Pursuant to Sections 607.0501 and 607.0505, Florida Statutes, the name of the initial registered agent of this Corporation and the physical address for the initial registered agent office of this Corporation, where legal process may be served is:

**William J. Sikes, Sr., Ph.D.**  
**4455 Confederate Point Rd.**  
**Apt. 24E**  
**Jacksonville, Florida 32210**  
**TEL: (904) 777-0103**

**ARTICLE VIII**  
**Incorporators**

The names and addresses of the incorporators making and signing these Articles of Incorporation are:

**William J. Sikes, Sr., Ph.D.**  
**4455 Confederate Point Rd.**  
**Apt. 24E**  
**Jacksonville, FL. 32210**

**James H. McGauley**  
**11949 Brady Rd.**  
**Jacksonville, FL. 32223**

**Sidney M. Sikes**  
**4455 Confederate Point Rd.**  
**Apt. 24E**  
**Jacksonville, FL. 32210**

**ARTICLE IX**  
**Initial Capital Stock**

The aggregate number of shares of stock which this Corporation shall have authority to have outstanding at any one time shall be **TEN THOUSAND (10,000)** shares of Common Stock, each with a par value of **ONE-HALF (1) U.S. DOLLAR (\$0.50)**, and shall be designated "Common Shares."

**ARTICLE X**  
**Initial Issuance (Ownership) of Capital Stock**

Of initial ten thousand (10,000) shares of allocated Common Stock, they are issued and divided as set forth below for reward of personal contributions in assets and/or services to the formation of **SIKES ENTERPRISES INTERNATIONAL, Inc.**, which reflect the initial ownership of the Corporation as of its founding date, as agreed upon by all the incorporators. Each share will equal one vote.

Furthermore, in the event of any stockholder wishing to sell, trade or give away any portion, or all of their owned stock (except to his wife, children, brother, sister or parent), they must first offer those portions of stock back to the corporation and have the corporation's refusal prior to giving or selling said stock to any other person(s). This refusal must be in writing and signed by the Chairman of the board of directors and all the remaining original incorporators who choose not to accept the available stock being offered.

<b>Persons or Entities</b>	<b>No. of Shares</b>
<b>William J. Sikes, Sr., Ph.D.</b>	<b>8000</b>
<b>James H. McGauley</b>	<b>2000</b>

**ARTICLE XI**  
**Initial Board of Directors**

This Corporation, pursuant to Section 607.0801, Florida Statutes, shall be managed by its Board of Directors (BOD), which shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time as allowed by the By-Laws of the Corporation, but shall never be less than three (3). The directors will serve their office without direct compensation (salary), however, they may be reimbursed for any reasonable and necessary expenses incurred in the performance of their duties as provide for in the By-Laws. The directors will be elected annually (or sooner to fill vacancies) by majority vote from all shareholders of common stock of the corporation by process specified in the By-Laws of the Corporation, and may also be removed at any time by majority vote of all shareholders. The Chairman of the BOD is elected annually (or sooner if the Chairman of the BOD becomes incapacitated) by majority vote of shareholders of common stock.

The names and addresses of the initial Board of Directors and the Chairman of the Board of Directors are:

**Chairman of the Board  
and Board Member:**

**William J. Sikes, Sr.  
4455 Confederate Point Rd.  
Apartment 24E  
Jacksonville, FL. 32210**

**Board Member:**

**James H. McGauley  
11949 Brady Rd.  
Jacksonville, FL. 32223**

**Board Member:**

**Sidney M. Sikes  
4455 Confederate Point Rd.  
Apt. 24E  
Jacksonville, FL. 32210**

## **ARTICLE XII**

### **Powers of the Board of Directors**

The authorized powers granted to the Board of Directors (BOD) by these articles are listed below, in addition to any powers that may be authorized to the BOD by the By-Laws of the Corporation. Each such power will be effected by a majority of voting shares of the Board of Directors:

- 1) The power to manage the business of the corporation as they determine.
- 2) The power to fill vacancies on the BOD between scheduled shareholder elections;  
remove them with or without cause at any time for the best interests of the Corporation.
- 3) The power to elect officers for the corporation and fix their compensation and term, and
- 4) The power to adopt and amend By-Laws to the Corporation;
- 5) The power to initiate fundamental change;
- 6) The power to issue stock previously authorized but unissued; and
- 7) The power to declare dividends.

**ARTICLE XIII**  
**Director Reliance on Corporate Records**

Any Director has the right to inspect the Corporation's books and records at any time with reasonable notice and has the right to rely reasonably on reports and statements furnished by officers, management, professionals or experts officially representing the Corporation. A Director shall not be liable for dividends illegally declared, distributions illegally made to Shareholders or any other action taken in reliance in good faith upon financial statements of the Corporation represented to him to be correct by the President of the Corporation or the Chief Financial Officer having charge of the books of account, or certified by an independent or Certified Public Accountant to clearly reflect the financial condition of the Corporation; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of ample value.

**ARTICLE XIV**  
**Initial Corporate Officers**

This Corporation shall always maintain a minimum of four (4) executive officer positions consisting of President, Vice-President, Secretary, and Treasurer which must be filled by a minimum of two (2) persons at any time.

No one (1) person shall maintain responsibility for all four (4) positions at any time. It will be the responsibility of the board of directors (BOD) to appoint an interim officer or assign the responsibilities of that position to an individual(s) in the advent of a vacancy of any executive position, until a formal election meeting and appointment of office can be made by a majority vote by the BOD for that vacant officer position. It is up to the discretion of the BOD to offer any employment contract, with any conditions, to any elected officer; however, it is not a requirement for an officer to be compensated by guaranteed salary. The BOD may terminate any executive officer at any time, for any reason, by majority vote.

The initial Corporate executive officers, as of the official starting date of this Corporation, will consist of the original incorporators in the following positions, until the first annual officer election meeting is held by the BOD, as governed by the rules specified in the By-Laws, which must occur within a period of one (1) year from the start of the Corporation. The initial executive officers are:

**President:**  
**Vice President and Secretary:**  
**Vice President and Treasurer:**

**William J. Sikes, Sr., Ph.D.**  
**James H. McGauley**  
**Sidney M. Sikes**



The official duties and responsibilities of all executive officers are granted by the corporate By-Laws, the implicit powers granted by the State of Florida for each position within a corporation, and by any special clauses or provisions within each employment contract. No action or provision may contradict a power or regulation provided for the Corporate By-Laws as accepted by the BOD and shareholders.

**ARTICLE XV**  
**Amendments**

The Articles of Incorporation may be amended in the manner provided by Florida law. Each amendment shall be approved by the Board of Directors and proposed by them to the Shareholders, and approved at a shareholders' meeting. All rights conferred on Shareholders herein are granted subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned Incorporators of this Corporation officially execute these Articles of Incorporation and certifies to the truths of the facts herein stated, on this 29 day of April, 1997 A.D.

**WILLIAM J. SIKES, SR., PH.D.**

*William J. Sikes, Ph.D.*

**JAMES H. McGAULEY**

*James H. McGauley*

**SIDNEY M. SIKES**

*Sidney M. Sikes*

ACKNOWLEDGMENT OF REGISTERED AGENT

FILED

97 MAY -1 PM 1:42

Said Registered Agent named in ARTICLE VII hereof, has executed the following acknowledgment accepting said office and agreeing to comply with the provision of Chapter 48,091, Section 607.0501, Florida Statutes, for **SIKES INTERNATIONAL ENTERPRISES, INC.**, submits the following statement in designating the registered office/registered agent in the State of Florida;

I, **WILLIAM J. SIKES, SR., PH.D.**, having been named to accept service of process for the above stated Corporation, at the place designated in ARTICLE VII hereof, hereby accept the appointment as registered agent for the corporation., and to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

DATE: April 29, 1997

(Signed):

**WILLIAM J. SIKES, SR., PH.D.**

Registered Agent

*William J. Sikes Ph.D.*

STATE OF FLORIDA

COUNTY OF DUVAL

BEFORE ME, the undersigned authority, personally appeared **WILLIAM J. SIKES, SR., PH.D.**, to ME well known and known to be the person described in and who executed the foregoing Articles of Incorporation, and he acknowledged before ME that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Jacksonville, Duval County, Florida, on this 29 day of April, 1997 A.D.

NOTARY RUBBER STAMP/SEAL:

Signed: *Paula J. Paseur*  
# CC 395340



PAULA J PASEUR  
My Commission CC395340  
Expires Jul. 23, 1998  
Bonded by HAI  
800-422-1555

Notary Public, State of Florida

Printed: *Paula J. Paseur*  
Notary Name:

My Commission Expires: July 26, 1998