# AND 182233

CORROSION CONTROL CONSULTANTS CORP.

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

\*\*\*\*\*78.75 \*\*\*\*\*70.00

SUBJECT:O	(Proposed corporate name - must include suffix)				
Enclosed is an origina	al and one(1) copy of the artic	eles of incorporation and a c	check for :	1	
\$70.00 Filing Fee	\$78.75 Filing Fee & Certificate	S122.50 Filing Fee & Certified Copy	□ \$131.25 Filing Fee, Certified Copy & Certificate		
		ADDITIONAL CO	PY REQUIRED		
FROM:	Ryan Lee	(Printed or typed)	SEC:XE TALLAH	97 SEP	<b>T</b> 1
102 West Pennsylvania Avenue, Suite 600			ASSEE, F	22	FILED
	Towson, Maryland	Address 21204	FLORIDA	MI II: 28	
		ty, State & Zip			
	401-823-1800 Daytim	e Telephone number			

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

ne 9/23/97

## ARTICLES OF INCORPORATION

FILED

## CORROSION CONTROL CONSULTANTS, CORP.,

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a Florida Corporation

a Florida Corporation

SELM DESTATE

Organized pursuant to Chapter 607 of the Florida Business Corporation

ALCIANT OF STATE

ORGANIZATION OF STATE

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

#### ARTICLE I *NAME*

That the name of the Corporation (hereinafter referred to as the "Corporation") is:

#### CORROSION CONTROL CONSULTANTS, CORP.

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business of this Corporation is: 1697 San Marco Road, Marco Island, FL. 34145. The mailing address is P.O. Box 5012, Marco Island, FL. 34145.

#### ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: One Hundred Thousand (100,000), par value of One Cent (1¢). The shares of stock, together, have unlimited voting rights and ownership of such shares entitles the stockholder to receive the net assets of the corporation upon dissolution.

#### ARTICLE IV NO PREEMPTIVE RIGHTS

Except as may otherwise be provided by the Stockholders, no holder of any shares of the stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

#### ARTICLE V

The purposes for which the Corporation is formed are:

- (1) To provide management and consulting services to corporations in the corrosion business.
- (2) To do anything permitted by Section 607.0301, Florida Statutes, as amended from time to time.
- (3) To engage in any lawful purpose and/or business.

#### ARTICLE VI INITIAL DIRECTOR

Pursuant to Section 607.0801(3), Florida Statutes, the Corporation elects to have no Board of Directors. Shareholders shall perform the duties of a board of directors. Until the election to have no Board of Directors becomes effective, there shall be one (1) director, whose name and address of the initial director is: CHESTER ZANESKI, of 1697 San Marco Road, Marco Island, FL. 34145.

### ARTICLE VII SHAREHOLDER AGREEMENT

The Corporation may in a Shareholder's Agreement, executed by all its shareholders, eliminate the Board of Directors, pursuant to Section 607.0732, Florida Statutes.

#### ARTICLE VIII ISSUANCE OF SHARES

The power to issue shares of stock, granted to the Board or Directors, is reserved to the shareholders.

#### ARTICLE IX INDEMNIFICATION

The Corporation shall indemnify its officers, employees and agents to the maximum extent possible in accordance with the provisions of Section 607.0850, Florida Statutes; and the Corporation may, in its shareholder's agreement and/or bylaws, extend or restrict the power of its Directors and/or Stockholders to indemnify such officers, employees and agents provided nothing in said shareholder's agreement or bylaws that is inconsistent with the terms of Section 607.0850, Florida Statutes, as amended.

#### ARTICLE X EXHONERATION FROM LIABILITY

The officers of the Corporation shall be exonerated from any and all liabilities to the Corporation or its shareholders for money damages subject to the limitations set out in of Section 607.0831, Florida Statutes, as amended.

#### ARTICLE XI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

CT Corporation System 1200 South Pine Island Rd. Plantation, FL. 33324

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 CORPORATION SYSTEM

Signature/Registered Agent

By: Alexandra D. Hamilton, Spec. Asst. Secretary
ARTICLE XII INCORPORATOR

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

Ryan J.J. Lee, Suite 600, The Royston Building, 102 West Pennsylvania Avenue, Towson, MD. 21204-4575

IN WITNESS WHEREOF, I have September, 1997, and I acknowledge	e signed these Articles of Incorporation, this Z day of the same to be my act.
Signature/Incorporator	<u> 9/17/97</u> Date

# 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: <u>Corrosion Control Consultants, Corp.</u>
- 2. The name and address of the registered agent and office is:

Ct Corporation System
1200 South Pine Island Rd.
Plantation, FL 33324

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 compete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

CT CORPORATION SYSTEM

(SIGNATURE)

9/8/97

By: Alexandra D. Hamilton, Spec. Asst. Secty.

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

com.rjl.docs. CERTIFICATE OF DESIGNATION OF AGENT

FILED
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SECRETARISTICATE