

TRANSMITTAL LETTER

P97000094272

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

6000002334676--4
-10/31/97--01018--009
****131.25 ****131.25

SUBJECT:

DIGITAL STORAGE, 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:

CANDY DZIDBA

Name (Printed or typed)

8780 RIO VISTA DR

Address

NAVARRE FL 32566

City, State & Zip

850-244-4242

Daytime Telephone number

97 OCT 31 AM 10:33

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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

11-4-97
W5

ARTICLES OF INCORPORATION

OF

DIGITAL STORAGE, INC.

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
91 OCT 31 AM 10:31

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act,
do hereby certifies and adopts the following Articles of Incorporation:

ARTICLE 1

NAME

Section 1.01. Corporate Name. The name of this corporation is DIGITAL STORAGE, INC.

Section 1.02. Other Fictitious Names. DIGITAL STORAGE, INC. may conduct business

under such other name or names as may be determined, from time to time, by the Board of Directors;
provided, however, the corporation files a certificate of such fictitious name with the clerk of the county
in which the corporation conducts business under such fictitious name in accordance with Florida Law.

ARTICLE II

DURATION

Section 2.01. Perpetual Existence. Except as otherwise provided in Section 2.02 hereof,
DIGITAL STORAGE, INC. shall have perpetual existence.

Section 2.02. Dissolution. The term of existence of DIGITAL STORAGE, INC. shall cease
upon the issuance of a Certificate of Dissolution in accordance with Florida Corporation Act or the
corresponding provisions of any succeeding law, following the adoption of a resolution to that effect by
the board of directors, subject, however, to the ratification of the shareholders of the corporation.

ARTICLE III
CORPORATE PURPOSE

The general purposes for which the Corporation is organized are:

1. To engage in the business of scanning and otherwise storing material on various media for use with computer equipment.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act, or any other applicable laws of the State of Florida, or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business or activity not forbidden by law or these Articles of Incorporation.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV
CAPITAL STOCK

Section 4.01. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which stock shall have the entire voting power of the Corporation.

Section 4.02. Consideration for Shares. The common stock authorized by Section 4.01 of this Article shall be issued for such consideration as shall be fixed, from time to time, by the board of directors. In the absence of fraud, the judgment of the board of directors as to the value of any property received in full or partial payment for the shares shall be conclusive.

Section 4.03. Preemptive Rights. Each holder of shares of the stock of the corporation shall have a preemptive right to purchase, subscribe for, or otherwise acquire 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.

Section 4.04. Limitation on Transfer of Shares. If, at any time, the holders of a majority or more of the shares of the corporation and the corporation enter into an agreement restricting or limiting the sale, transfer, assignment, pledge, or hypothecation of any of the shares of the corporation, the corporation shall observe the terms thereof and shall refuse to recognize any sale, transfer, assignment, pledge, or hypothecation of any of the shares restricted or limited thereunder; provided that a copy of such agreement be filed in the registered office of the corporation, and provided further that notice of the existence of the restrictions or limitations be noted conspicuously on the face or back of every certificate of share subject to the terms and conditions of any such agreement.

ARTICLE VI

ASSESSMENT OF STOCK

Section 6.01. Stock Nonassessable. The capital stock of this corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose; and no stock issued as fully paid shall ever be assessable or assessed. The holders of such stock shall not be individually responsible for the debts, contracts, or liabilities of the corporation and shall not be liable for assessments to restore impairments in the capital of the corporation.

ARTICLE VI

PRINCIPLE OFFICE AND MAILING ADDRESS. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8780 Rio Vista Drive, Navarre, FL 32566. The name of the initial registered agent at such address is Candy Dzioba. The principle office and mailing address for the Corporation is 8780 Rio Vista Drive, Navarre, FL 32566.

ARTICLE VII

DIRECTORS

Section 5.01. In General. The members of the governing board of the corporation shall be styled directors. The number of directors may be changed from time to time in such manner as shall be provided in the bylaws of the corporation.

Section 5.02. Initial Directors. This corporation shall have one (1) director initially. The name and address of each person who is to serve as a member of the initial Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
Candy Dzioba	8780 Rio Vista Drive Navarre, FL 32566

ARTICLE VIII

INITIAL OFFICERS

The initial officers who shall serve until successors are duly elected by a majority vote of the directors are as follows:

President	Candace L. Dzioba
Vice-President	Martha C. Lackey
Secretary	Candace L. Dzioba
Treasurer	Candace L. Dzioba

ARTICLE IX

INCORPORATOR(S)

The name and address of each incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Candace L. Dzioba	8780 Rio Vista Drive Navarre, FL 32566

ARTICLE X

VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE XI

BY-LAWS

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

ARTICLE XII

STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amounts set opposite their names:

Candy Dzioba	10 shares
Martha Lackey	5 shares

Shares held by the initial stockholders listed above may not be resold or otherwise transferred to the other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

ARTICLE XIII

CUMULATIVE VOTING

At each such election for directors every stockholder entitled to vote at such elections shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of candidates.

ARTICLE XIV

CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XV

SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XVI

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XVII

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone. The Directors of this corporation may take action by written consent as provided by law.

ARTICLE XVIII

POWERS

This Corporation shall have all the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XIX

INDEMNIFICATION

Section 19.01. Liability of Directors and Officers Limited. No director or officer of DIGITAL STORAGE, INC. shall be personally liable to the corporation or its shareholders for damages for breach of fiduciary duty as a director or officer; provided, however, that this Section 19.01 shall not eliminate or limit the liability of a director or officer for (a) acts or omissions which involve intentional misconduct, fraud or a knowing violation of law; or (b) the payment of dividends in violation of the Florida Corporations Act.

Section 19.02. Indemnification. Each director and officer of DIGITAL STORAGE INC. shall be indemnified by the corporation against any and all claims for which such director or officer is not liable by virtue of Section 19.01.

ARTICLES XX

AMENDMENT

Section 20.01. Generally. Except as otherwise provided in Section 20.02, the corporation reserves the right to amend or repeal any provision contained in these Articles or any amendments hereto. Any right conferred upon the shareholders is subject to this reservation in a manner consistent with applicable law.

Except as otherwise provided in Section 20.02, every Amendment shall be approved by a vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting shall require a consent in writing setting forth the action so taken and shall be

signed by all the persons who would be entitled to vote upon such action at a meeting, and said consent shall be filed with the Secretary of the Corporation as part of the Corporate Records

Section 20.02. Unanimous Shareholder Approval. Any amendment which alters or modifies the preemptive rights of the holders of any shares of stock or any class thereof shall require the unanimous approval of shareholders holding such shares or class thereof.

ARTICLE XXI

EFFECTIVE DATE

The effective date of this corporation is this 30th day of ~~September~~ OCTOBER, 1997.

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 30th day of OCTOBER, 1997, for the purposes of forming this Corporation to do business both within and without the State of Florida and pursuant to the Corporation Law of the State of Florida, do make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.

Candace L. Dzioba
CANDACE L. DZIOBA
(Incorporator)

STATE OF FLORIDA

COUNTY OF ~~SANTAROSA~~ okaloosa

BEFORE ME, a notary public authorized to take acknowledgements in the State and County aforesaid, personally appeared CANDY DZIOBA to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same, and who presented Fl. drivers license as identification.

WITNESS my hand and official seal in the County and State last aforesaid this 30th day of October, 1997.

Mary W Rahe
NOTARY PUBLIC
My Commission Expires:



MARY W RAHE
My Comm Exp. 8/09/98
Bonded By Service Ins
No. GC398901
☒ Personally Known ☐ Known I.D.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED:

Pursuant to Section 48.091, Florida Statutes, the following is submitted in compliance with said act:

DIGITAL STORAGE, INC., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the Town of Navarre, County of Santa Rosa, State of Florida, have named CANDACE L. DZIOBA, of 8780 Rio Vista Drive, Navarre, Florida 32566 as its agent for Service of Process within the State of Florida.

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.

BY: Candace L. Dzioba
Candace L. Dzioba, Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 OCT 31 AM 10:31