

TRANSMITTAL LETTER  
P980000013736

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

800002427288--4  
-02/11/98--01022--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Destin Computer Center, 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: Linda Holmes  
Name (Printed or typed)  
707 Hwy 98 E Ste. H  
Address  
Destin FL 32541  
City, State & Zip  
904/654-0688  
Daytime Telephone number

FILED  
98 FEB 11 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

B. BROCK FEB 11 1998

ARTICLES OF INCORPORATION  
OF  
DESTIN COMPUTER CENTER, INC.

**FILED**  
98 FEB 11 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

**ARTICLE I**  
**NAME AND PRINCIPAL OFFICE**

The name of this corporation is DESTIN COMPUTER CENTER, INC., and the principal office address is Destin Computer Center, Inc., 707 East Highway 98, Suite H, Destin, FL 32541.

**ARTICLE II**  
**CORPORATE DURATION**

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the date and time as evidenced by the endorsement of the Department of State, Division of Corporations, State of Florida.

**ARTICLE III**  
**PURPOSES**

The general purposes for which the corporation is organized are:

1. To lease, rent, sell, import, export and finance purchases and sales of computer products and services, including, but not limited to, computer consulting; and to promote the sale thereof and to install, maintain and improve the products so sold and to maintain an inventory of products to be sold and their repair parts and to finance such inventory by factoring or other forms of finance or hypothecation.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act 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.
3. To do such things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

## ARTICLE IV POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the corporation in addition to the powers granted by Florida law:

(A) To sue, complain and defend in the corporate name.

(B) To adopt a corporate seal which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impresses or affixed or in any other manner reproduced.

(C) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in with, real or personal property, or any interest therein, wherever situated.

(D) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.

(E) To lend money and use its credit to assist corporate employees.

(F) To purchase, take, receive, subscribe for, or otherwise acquire, own, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(G) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

(H) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold payment of funds so loaned or invested.

(I) To conduct business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

(J) To make donations for the public welfare or for charitable, scientific or educational purposes.

(K) To transact any lawful business.

(L) To pay pensions and establish pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

## ARTICLE V CAPITALIZATION

The aggregate number of shares which the corporation is authorized to issue is one-thousand (1000). Such shares shall be single class, and be with a par value of ten dollars (\$10.00). The corporation is authorized to issue only one class of stock.

Stock will be issued and transferred only to:

- (A) natural persons
- (B) estates
- (C) a trust as described in Title 26 United States Code Section 1371 defining small business corporation. In addition no stock will be issued or transferred to a nonresident alien.

The corporation shall adopt a "Section 1244 Plan" for the issuance of its stock, pursuant to the Internal Revenue Code, section 1244. The corporation shall be subject to Chapter C of the Internal Revenue Code.

## ARTICLE VI SHARE TRANSFER RESTRICTIONS

Shares of the corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Linda Holmes	250
William W. Dyess III	250
Jon David Miller	500

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to the Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this article and which may include the Corporation as a party.

## ARTICLE VII DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3). The name and address of each person who is to serve as a member of the initial board of directors is:

- |   |  |  |
|---|--|--|
| 1. Linda Holmes<br>3797 Misty Way<br>Destin, FL 32541 | 2. William W. Dyess III<br>707 E. Highway 98, Ste. H<br>Destin, FL 32541 | 3. Jon David Miller<br>123 Parkwood Dr.<br>Niceville, FL 32578 |
|---|--|--|

## ARTICLE VIII INCORPORATORS

The name and residences of the subscribers of these articles of incorporation are as follows:

- |                  |                           |                     |
|------------------|---------------------------|---------------------|
| 1. Linda Holmes  | 2. William W. Dyess III   | 3. Jon David Miller |
| 3797 Misty Way   | 707 E. Highway 98, Ste. H | 123 Parkwood Dr.    |
| Destin, FL 32541 | Destin, FL 32541          | Niceville, FL 32578 |

## ARTICLE IX INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law if they are threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he is or was a Director or Officer of the Corporation.

To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or was acting as an incorporation of the Corporation as of 12 November, 1997, or is serving at the request of the Corporation, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgement, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he is reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.

## ARTICLE X PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights or purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

(A) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by an amendment thereof of out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other considerations.

(B) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or any other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. The right may also be waived by a written waiver signed by the Shareholder and submitted to the Corporation within thirty (30) days of receipt of notice of the Corporation.

#### ARTICLE XI REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is the business address of the initial registered agent at 707 East Highway 98, Suite H, Destin, FL 32541 and the name of its initial registered agent at such address is, Linda Holmes.

The above Articles of Incorporation of Destin Computer Center, Inc. were executed by the undersigned at Destin, Okaloosa County, Florida, on the 12 day of November, 1997.

Linda Holmes  
Linda Holmes

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared Linda Holmes, who is personally known to me and who executed the foregoing Articles of Incorporation and acknowledged before me that she the same for the purpose and intents expressed therein.

Witness my hand and official seal in the County last aforesaid this 26 day of January, 1998.

NOTARY PUBLIC  
GUNILLA C. ANDERSON  
COMMISSION # CC 646506  
EXPIRES MAY 12, 2004  
BONDED THIS  
My Commission Expires:  
ANDERSON & ASSOCIATES, INC.

To: The Department of State  
Division of Corporations  
Tallahassee, Florida 32304

ACKNOWLEDGMENT:

Having been named to accept services of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

Dated this 26 day of January, 1998.

Linda Holmes  
Linda Holmes  
Registered Agent

FILED  
98 FEB 11 PM 1:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA