

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P98000044620

Advantage Assessment, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 18 PM 12:56

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File cert.
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

05/18/98

**ARTICLES OF INCORPORATION  
OF**

**ADVANTAGE ASSESSMENT, INC.**

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The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida and under the following Articles:

**ARTICLE I**

**NAME AND DURATION**

The name of the Corporation shall be **ADVANTAGE ASSESSMENT, INC.** The duration of the Corporation shall be perpetual.

**ARTICLE II**

**REGISTERED OFFICE AND PRINCIPAL OFFICE AND AGENT**

The address of the registered office and principal office in the State of Florida is 343 Deer Point Drive, Gulf Breeze, Florida, 32561, Santa Rosa County, Florida. The name of the registered agent at such address is CHRISTOPHER M. SMITH.

**ARTICLE III**

**NATURE OF BUSINESS**

This corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida, and shall have all of the general and specific powers and rights granted to and conferred upon corporations by the General Corporation Act of Florida.

#### **ARTICLE IV**

#### **CAPITAL STOCK**

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 100,000 shares of common stock having a nominal par value of \$1.00 per share.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Except as required by law, each holder of common stock shall have one vote for each share of stock held by him of record on the books of the Corporation on all matters to be voted upon by the Stockholders. Notwithstanding the foregoing, this Corporation shall have the right to increase its capital stock, either with or without nominal or par value, and to provide the designations, preferences, voting powers, restrictions or qualifications of voting powers of such additional stock in an amendment to these Articles of Incorporation.

Shares held by Stockholders of this Corporation may not be resold or otherwise transferred to other persons unless shares are first offered to the remaining Stockholders or to the 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 the Stockholders and this Corporation.

**ARTICLE V**  
**INCORPORATORS**

The name and mailing address of each incorporator of this Corporation are as follows:

CHRISTOPHER M. SMITH  
343 Deer Point Drive  
Gulf Breeze, Florida 32561

The powers of the incorporators shall terminate upon the filing of these Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

**ARTICLE VI**  
**BOARD OF DIRECTORS**

This Corporation shall have three (3) initial Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one (1), as required by the laws of the State of Florida.

The name and mailing address of the initial members of the Board of Directors of this Corporation, to hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CHRISTOPHER M. SMITH	343 Deer Point Drive Gulf Breeze, Florida 32561
TIMOTHY S. HANDLEY	1634 Kauai Court Gulf Breeze, Florida 32561
WILLIAM E. DAY	3400 Wimbledon Drive, Villa No. 5 Pensacola, Florida 32504

Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the Stockholders.

In the event that one or more vacancies should occur on the Board of Directors by reason of death, resignation or otherwise, such vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for that specific purpose. The remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill any such vacancy until a special meeting can be called or until the next annual meeting of the Stockholders.

The initial members of the Board of Directors of this Corporation hereinabove named shall hold the Organizational Meeting of this Corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this Corporation.

#### **ARTICLE VII**

##### **CORPORATE ACTION BY CONSENT**

Any corporate action required or permitted to be taken by a vote of the Board of Directors or a committee thereof or by a vote of the Stockholders may be taken without a meeting or vote of the Directors or Stockholders upon the written consent of all Directors or Stockholders having a majority of all stock entitled to vote upon such action as if a meeting were held; provided, however, that in no case shall any such corporate action be taken by written consent of less than the minimum percent of the vote required by statute for the proposed action, and provided that prompt notice is given to all Directors and Stockholders of the taking of such corporate action without a meeting and by less than unanimous written consent.

**ARTICLE VIII**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED at Pensacola, Escambia County, Florida, on this 13th day of May, 1998.



CHRISTOPHER M. SMITH, Incorporator

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13th day of May, 1998 by CHRISTOPHER M. SMITH, who is personally known to me.



"OFFICIAL SEAL"  
Shirley F. Linne  
My Commission Expires 4/10/2002  
Commission #CC 712470



NOTARY PUBLIC

Typed Name: Shirley F. Linne  
Commission Expires: 4-10-2002  
Commission No.: CC712470

**CERTIFICATE DESIGNATING ADDRESS FOR  
SERVICE OF PROCESS WITHIN FLORIDA  
AND DESIGNATING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In compliance with Chapter 607.034, Florida Statutes, the General Corporation Act of Florida, the following is submitted:

FIRST: **ADVANTAGE ASSESSMENT, INC.**, desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Gulf Breeze, County of Santa Rosa, State of Florida, has named **CHRISTOPHER M. SMITH**, located at 343 Deer Point Drive, Gulf Breeze, Florida, 32561, the registered office of the Corporation, as its agent to accept service of process within this State.

**ACCEPTANCE OF AGENT**

Having been named to accept service of process and serve as Registered Agent for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said statute relative to keeping said office open.

  
\_\_\_\_\_  
CHRISTOPHER M. SMITH

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