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## ARTICLES OF INCORPORATION 99 JAN 11 AM 10: 42

#### OF

### VINCENT WIPF CONSULTING, INC.

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

#### ARTICLE I NAME

The name of the corporation shall be VINCENT WIPF CONSULTING, INC.

#### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 6072 Forest Villas Circle, Ft. Myers, FL 33908.

#### ARTICLE III CAPITAL STOCK

The aggregate number of shares which the corporation shall have authority to issue is SEVEN THOUSAND FIVE HUNDRED (7,500) SHARES, consisting of one class only designated as "common stock," with par value of \$1.00 per share.

The Stock of the corporation shall be restricted as to transfer as follows, which restriction shall be imprinted upon the stock certificates issued by the corporation:

No stock of the corporation shall be transferred until such transfer has been proposed in writing to the Board of Directors of the corporation by written proposal filed with them stating the number of shares to be transferred, the price per share, and the name of the transferee. The Board of Directors shall within sixty (60) days after receipt of such proposal either consent to the transfer or furnish a purchaser for the shares at the same price. Failure of the Directors to act upon such a proposal within sixty days after receipt thereof shall be deemed to consent by them to the proposed transfer. No such proposed transfer shall be made until the aforesaid sixty (60) days have expired. Notwithstanding the foregoing, at the death of a shareholder, all shares held by said deceased shareholder shall be transferred only to surviving shareholder(s). Nothing herein shall prohibit issuance of shares to tenants by the entireties, upon approval by Board of Directors.

#### ARTICLE IV INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Vincent Wipf, 6072 Forest Villas Circle, Flt. Myers, FL 33908, and the designated agent by his/her signature hereon, does hereby accept the appointment as registered agent pursuant to the provisions of Section 607.034, Florida Statutes.

#### ARTICLE V INCORPORATOR(S)

The number of the directors constituting the initial Board of Directors of the corporation is one, and thereafter the number of directors shall be such number as is fixed from time to time by the by-laws.

The name and street address of the incorporator to these Articles of Incorporation is(are) Vincent Wipf at 6072 Forest Villas Circle, Ft. Myers, FL 33908.

#### ARTICLE VI PERIOD OF EXISTENCE

The period of its existence is perpetual.

#### **ARTICLE VII PURPOSE**

The purpose or purposes for which this corporation is organized is to engage in any lawful activities within the purposes for which a corporation may be organized under the Florida Business Corporation Law (Chapter 607 of the Florida Statutes).

The undersigned has(have) executed these Articles of Incorporation this <u>5</u> day of January, 1999.

Vincent Wipf

Incorporator and Registered Agent

STATE OF FLORIDA COUNTY OF LEE

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Vincent Wipf, who is/are personally known to me or who has/have produced Robert as identification and who \_\_\_\_\_ (did/did not) take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at said County and State this <u>6</u> day of January, 1999.

My commission expires:

Notary Public

Printed Name: Christine J. Patterson

Christine J. Patterson
MY COMMISSION # CC789694 EXPIRES
November 9, 2002
BONDED THRU TROY FAIN INSURANCE, INC.