

D99000013336

Nick Ruggeri
Requester's Name

12949 Royal George Ave
Address

Odessa FL 33556
City/State/Zip Phone #

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Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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DIVISION OF CORPORATIONS
99 JAN 15 PM 6:34

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☒ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☐ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

EFFECTIVE DATE
1-10-99

~~1538~~
2-10
WS

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 21, 1999

NICK RUGGERI
12949 ROYAL GEORGE AVE.
ODESSA, FL 33556

SUBJECT: FUTURESOURCE FINANCIAL GROUP, INC.
Ref. Number: W99000001530

We have received your document for FUTURESOURCE FINANCIAL GROUP, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with an address and telephone number where you can be reached during working hours.

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6995.

Wanda Sampson
Document Specialist

Letter Number: 299A00002823

Articles of Incorporation
of

FuturSource Financial Group, Inc.

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DIVISION OF CORPORATIONS
99 JAN 15 PM 6:35

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopt(s) the following Articles of Incorporation for such corporation:

Article I

Name of Corporation

The name of the corporation is FuturSource Financial Group, Inc. The Principle Office/Mailing Address is 5308 Central Avenue, Saint Petersburg, Florida 33707.

Article II

Purpose

The purpose for which the corporation is organized shall be to engage in and carry on all branches of the practice of Financial Planning within the United States,

A. To purchase, lease, or otherwise acquire, to own, hold and operate, and to sell, mortgage, pledge, lease, employ, or otherwise dispose of, encumber, or invest in such real estate, mortgages, stocks, bonds, and all types of personal property, tangible or intangible, as may be reasonably required in the conduct of its professional business and in connection with any other proper business activity in which the Corporation may engage.

B. To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel and rescind those contracts.

C. To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged; and to execute and deliver any instruments that may be necessary to evidence the borrowing.

EFFECTIVE DATE

1-10-99

- D. To form and become a partnership, limited partnership, to joint venture with any individuals, firms, corporations, or entities, and to become a shareholder in any way corporation for profit, and to become a member of any association, nonprofit corporation or other entity.
- E. To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of that State of Florida with all the powers conferred on the corporations by the laws of the State of Florida.
- F. To restrict the manner in which the persons to whom its capital stock shall be issued or transferred and to enact by laws to carry these restrictions into effect.
- G. To do everything necessary, proper, advisable, or convenient for the accomplishment of the corporate purpose or the attainment of any of the objectives or the furtherance of any of the powers set forth in there Articles of Incorporation, incidental to, pertaining to, or growing out of its professional business or otherwise, and at all times to comply with the provisions of the Florida Professional Corporation Act as currently enacted and as may be hereafter amended or suspended by any other statute,

Article III

Duration

The date of the corporate existence shall begin effective January 10th, 1999, according to the Statutes of the State of Florida.

3. Shares. The number of shares the corporation is authorized to issue is 100 shares.

Article IV

Preemptive Rights

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

Articles V

Incorporator / Registered

The name and Post office address of sole incorporator and Registered Agent. I am hereby familiar with and accepts the duties and responsibilities of registered agent for said corporation.

Michael Hajek III, CPA
5308 Central Avenue
St. Petersburg, Florida 33707

Articles VI

Directors

The names and addresses of the initial directors are:

Name	Address
Nick Ruggeri - President	12949 Royal George Avenue Odessa, Florida 33556 (813) 926-9840
Karen Hajek - Vice President	5308 Central Avenue St. Petersburg, Florida 33707
Janet Ruggeri - Secretary	12949 Royal George Avenue Odessa, Florida 33556
Michael Hajek - Treasurer	5308 Central Avenue St. Petersburg, Florida 33707

Articles VII

Share Structure

The par value for the authorized shares or classes of shares is: \$1.00

The Board of Directors is hereby authorized to fix and determine whether any, and if any, what part of the surplus, however created or arising, shall be used, declared in dividends, or paid to shareholders, and without action by the shareholders, to use the surplus, or any part thereof, as is permitted by the corporate law, for the purchase or acquisition of shares, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or other securities of the Corporation.

To the extent permissible under the laws of the State of Florida, consent by the vote or otherwise of the holders of shares (of any class entitled to vote thereon) entitling them to exercise a majority of the voting power of the Corporation shall be sufficient to sustain any action to be taken by shareholders of the Corporation, and in cases where any class shall be required by the laws of the state of Florida to consent separately as a class, consent by vote or otherwise of the holders of a majority of the shares of that class shall be sufficient to sustain any action to be taken by the shareholders of that class.

Article VIII

Stated Capital

The amount of capital with which the corporation shall begin business is one hundred dollars (\$100.00).

The effective date of these Articles of Incorporation is January 10th, 1999.

Articles IX

Amendment of Articles

The Corporation reserves the right at any time, and from time to time, to amend these Articles of Incorporation in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the Corporation as fully as if each withstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights of a dissenting shareholder.

Article X

Interested Directors and Officers

A director or officer of the Corporation shall not be disqualified by office from dealing or contracting with the Corporation as a vendor, purchaser, employee, agent, or otherwise.

No act of the Corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this Corporation is also a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act.

No director or officer shall be accountable or responsible to the Corporation or in respect to any of the Corporation for gains or profits directly or indirectly realized by reason of the fact that the Director or officer or any firm of which he or she is a member; any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is connected is interested in the act. The fact that the director or officer, or that the firms, corporation, trust or other entity is interested shall be disclosed or shall have been known to the Board of Directors at which in respect to any such transaction; and any interested director may vote to authorize, ratify, or approve the transaction. Any officer of the Corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to convincing evidence and proof to the contrary.

Article XI

Indemnification

11.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or her heirs and legal representatives against all expenses, in connection with the defense of any pending or threatened action, suit or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument

signed by a majority of all directors, that the officer, director, or employee:

- (a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct on the performance of duties to the Corporation;
- (b) Acted in good faith in what he or she reasonably believes to be in the best interest of the Corporation; and
- (c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

11.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within sixty (60) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director or maintains its principal officer, to consider the matters referred to in Subparagraphs (a), (b), and © of paragraph 11.1. If the court determines that the officer, director or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made determination.

Article XII

Severance and Termination of Employment


In any officer, director, stockholder, agent or employee of this Corporation becomes legally disqualified to render the professional services for which the Corporation is organized, or accepts employment that places restrictions or limitations on his or her continued rendering of such any earnings or profits realized by the Corporation on account of professional services. The Corporation shall forthwith, upon such disqualification of any shareholder, purchased such shareholder's shares and pay him or her all amounts owing and lawfully due to him or her by the Corporation, except that such shares shall not be entitled to dividends.

Article XIII

Informal Director Action

If all of the Directors severally or collectively consent in writing to any action taken or to be taken by the Corporation, and the writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be a valid as though it had been authorized at a meeting of the Board of Directors.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 1st day of January, 1999.


Registered Agent/Incorporator

January 1, 1999

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
99 JAN 15 PM 6:48

Notice of Annual Shareholders Meeting of FuturSource Financial Group, Inc.

Time and Place

The first organization meeting of the Shareholder and initial Board of Directors of FuturSource Financial Group, a Florida Corporation, was held at 5308 Central Avenue St. Petersburg Florida, effective the ~~first~~^{fourth} day of January, 1999, pursuant to the written Wavier of Notice filed by the incorporate and the initial Board of Directors fixing such time and place.

Authority To Act

The following persons, being the Shareholders and initial Directors, were present:

Shareholders

Michael Wm Hajek, III
Karen E. Hajek
Nick Ruggeri
Janet Ruggeri

Directors

Michael Wm Hajek, III
Karen E. Hajek
Nick Ruggeri
Janet Ruggeri

Chairman and Secretary

Nick Ruggeri presided as President and Janet Ruggeri as Secretary of the meeting. The Secretary a written Wavier of Notice and Consent to the holding of the meeting, signed by all of the Shareholders and Directors, which was read and ordered filed with the minutes of the meeting. The Chairman declared that quorum was present and that the meeting was open for transaction of business.

Acceptance of Articles of Incorporation

The chairman announced that the Articles of Incorporation of FuturSource Financial Managenent, Inc. in form as approved by the Incorporates, had been duly filed with the Secretary of State on January 10, 1999, and was assigned Corporate Number " " by the State of Florida. It was ordered that upon completion if recordation of said Articles of Incorporation, it be inserted into the minute book of the Corporation.

stock of the par value of \$1.00 per share of the Corporation as follows:

Nick Ruggeri	25	SHARES
Janet Ruggeri	25	SHARES
Michael Wm Hajek, III	25	SHARES
Karen E. Hajek	25	SHARES

be and it hereby is approved, ratified and confirmed in all respects.

Form of Stock Certificates

The Chairman then presented to the meeting the proposed by-laws of the Corporation. After discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, by the Shareholders and Board of Directors of this Corporation that the form of stock certificate presented to this meeting be, and the same hereby is, adopted as the form of stock certificate of the corporation.

Corporate Seal

The Chairman then presented to the meeting a proposed corporate seal. After discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, by the Shareholders and Board of Directors of this Corporation that the seal shown in the margin of these minutes be, and hereby is adopted as the official seal of the Corporation.

By-Laws

The chairman then presented to the meeting the proposed by-laws of the Corporation. After a full discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, by the Shareholders and Board of Directors of this Corporation that the initial by-laws of the Corporation, except as hereafter amended, be and the same hereby are approved and adopted by the Shareholders and Board of Directors as the official By-Laws of the Corporation.

Election of Board of Directors

The Directors of the Corporation named in its Articles of Incorporation the tendered their resignations, effective immediately upon the adjournment of this meeting, and upon motion duly made, seconded and unanimously adopted, said resignations were accepted and ordered spread upon the minutes. Upon motion duly made, seconded and unanimously carried, the following-named persons were elected as Directors of the Corporation to serve until the next annual meeting of Shareholders, or until their successors are duly elected and qualified:

Michael Wm Hajek, III
Karen E. Hajek
Nick Ruggeri
Janet Ruggeri

Nomination and Election of Officers

The following nominations for officers of the Corporation, to serve for one (1) year or until their successors are elected and qualified were made:

President	Nick Ruggeri
Vice President	Karen E. Hajek
Secretary	Janet Ruggeri
Tresurer	Michael Wm Hajek, III

There being no further nominations, the foregoing person was unanimously elected to the offices set forth opposite their respective name. The newly-elected President thereupon took the chair.

Issuance of Stock

The Chairman reported that, following the filing of the Articles of Incorporation of the Corporation, certifies of stock of the Corporation had been issued on accordance with the subscription list, which certifies had been signed by the President and Secretary of the Corporation. The Chairman further reported that he consideration shown of the Corporation's subscription list had been received by the Corporation in payment for said stock. Upon motion duly made and seconded, the following resolutions were unanimously adopted:

RESOLVED, that the several agreements of the subscribers as set forth in the subscription list be and the same are hereby approved and adopted;and

RESOLVED FURTHER, by the Shareholders and Board of Directors of this Corporation that the action of the president and Secretary of the Corporation in issuing and executing stock certificates of the Corporation for shares of fully paid and non-assessable common

**ORGANIZATION EXPENSES AND
AUTHORITY TO EXECUTE DOCUMENTS**

After discussion and upon motion duly made and seconded, the following resolution was unanimously adopted:

RESOLVED, by the Shareholders and Board of Directors of this Corporation that the President of the Corporation be, and he or she hereby is, authorized and directed to pay all expended incident to the necessary for the organization of the Corporation; and RESOLVED FURTHER, that the President or a Vice President and the Secretary and Treasurer be, and they hereby are, authorized and directed, respectively, to execute and to attest and affix the Corporation's seal to all agreements by Corporation to acquire the assets or operating business, or both, of any person, firm, or Corporation, and to file copies thereof with these minutes and in connection therewith to execute in the name and on behalf of the Corporation, and other written agreements or instruments.

REGISTERED AGENT

It was brought to the attention of the meeting that the Articles of Incorporation designated the registered office for service of process within the State of Florida and name an agent upon whom process would be served. Upon motion duly made, seconded, and unanimously carried, it was:

RESOLVED, that the registered office designated in the Articles of Incorporation designated in the Articles of Incorporation for service of process within the State of Florida and the individual named Article upon whom process may be served be, and the same hereby are, ratified and approved.

SECTION 1244 STOCK

The chairman then stated the Corporation should consider offering to its Shareholders the advantage of the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended. He or She noted this Section permits ordinary loss treatment when either the holder or section 1244 stock sells or exchanges such stock at a loss or when such stock becomes worthless. The amount of loss which could be deducted could be as much as \$50,000 (or a \$100,000, in the case of a husband and wife filing a joint return).

The Chairman further noted that section 1244 stock is defined to mean only common stock issued for money or other property (other than stock and securities) by a domestic corporation which, in general derives more than 50% of its gross receipts from sources other than royalties, rents, dividends, interests, annuities, and sales or exchanges of stocks or securities. It was pointed out that the aggregate amount of money or other property which could be received by the Corporation for Section 1244 stock could not exceed \$1,000,000. After a discussion, upon motion duly made, seconded

and unanimously carried, it was:

RESOLVED, that this Corporation endeavor to assist its Shareholders to obtain the benefits of Section 1244 of the Internal Revenue Code 1954, as amended, by the issuance of its 1,00 shares of authorized common stock, par value of \$1.00 per share, only for money or other property (other than the stock or securities), until such consideration totals, in the aggregate of \$1,000,000; and it was RESOLVED FURTHER, that the proper officers of the Corporation be, and they hereby are, authorized, empowered and directed to issue such stock in the manner and to the extent specified and to perform any and all other acts and functions as may be necessary or required in order to carry out the intents and purposes of the foregoing resolution.

"S" CORPORATION ELECTION

The Chairman then discussed the possibility of the Corporation being taxed as a small business Corporation under Section 1362 of the Internal Revenue Code. After discussion and upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Corporation will be treated as a "small business corporation" for income tax purposes under Section 1362 of the Internal Revenue Code.

BANK ACCOUNT

The Chairman then brought before the meeting the matter of opening a bank account. After discussion and upon motion duly made, seconded and unanimously carried, it was:

RESOLVED, that the Corporation open a bank account at Barnet Bank, which is located at 4763 Central Avenue; and

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

Nick Ruggeri
Nick Ruggeri, Chairman

Karen Hajek
Karen Hajek, Vice President

Michael Wm Hajek III
Michael Wm Hajek III, Tresurer

Janet Ruggeri, Secretary

THE UNDERSIGNED, constitution the incorporate and initial Directors of FuturSource Financial Group, Inc. a Florida Corporation, hereby waive notice of the Organizational Meeting of Shareholders and Directors of said Corporation, which meeting has been called for the transaction of any and all business which may have come before the meeting. The undersigned hereby waive al statutory, charter or by-law requirements as to notice and call of this meeting and hereby consent to the transaction of any and all business to come before the meeting.

EFFECTIVE the 10th day of January, 1999.

Michael Wm Hajek III
Michael Wm Hajek III, Incorporator

Karen Hajek
Karen E. Hajek, Vice President

Michael W. Hajek
Michael Wm Hajek, III, Tresurer

Nick Ruggeri
Nick Ruggeri, President

Janet Ruggeri
Janet Ruggeri, Secretary

DATED: 1/10/99

Janet Ruggeri
Secretary