

P990000032901

Document Number Only

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 MAR 31 AM 10:06

FILED

CT CORPORATION SYSTEM

Requestor's Name
660 East Jefferson Street

Address
Tallahassee, FL 32301 222-1092
City State Zip Phone

CORPORATION(S) NAME

500002825245--5
-03/31/99--01056--001
*****70.00 *****70.00

Karlshagen Architecture, P.C.

- ☒ Profit *Articles*
☐ NonProfit
☐ Limited Liability Co.
☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Certified Copy
☐ Call When Ready
☒ Walk In
☐ Mail Out
- ☐ Amendment
☐ Dissolution/Withdrawal
☐ Annual Report
☐ Reservation
☐ Photo Copies
☐ Call if Problem
- ☐ Merger
☐ Mark
☐ Other ucc Filing
☐ Change of R.A.
☐ Fic. Name
☐ CUS
☐ After 4:30
☒ Pick Up

Name
Availability
Document Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

PLEASE RETURN EXTRA COPIES
FILE STAMPED
TO
JEFFREY D. BUTTERFIELD

W-8440
4/1/99



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

*Carroll-W
Pickup*

April 8, 1999

CT CORPORATION SYSTEM

SUBJECT: KARLSBERGER ARCHITECTURE P.A.
Ref. Number: W99000008440

We have received your document for KARLSBERGER ARCHITECTURE P.A. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

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) 487-6878.

Alan Crum
Document Specialist

Letter Number: 999A00017851

*ATTN: Alan
Please Buck date!
Thanks!*

RECEIVED
99 APR -9 PM 4:57
DIVISION OF CORPORATION



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

March 31, 1999

CT CORPORATION SYSTEM

SUBJECT: KARLSBERGER ARCHITECTURE P.C.
Ref. Number: W99000007734

We have received your document for KARLSBERGER ARCHITECTURE P.C. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE CORPORATE NAME YOU ARE WANTING TO FILE HAS ALREADY BEEN FILED BY YOU AS (KARLSBERGER ARCHITECTURE, INC.)

The corporate name must contain a suffix that will clearly indicate that it is a corporation. Such suffixes include: CORPORATION, CORP., COMPANY, CO., INC., and INCORPORATED.

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) 487-6927.

Tracy Smith
Document Specialist

Letter Number: 499A00016311

*ATTN: Tracy Smith
Please Back date.
Thank you*

RECEIVED
99 APR -8 AM 11:09
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

KARLSBERGER ARCHITECTURAL GROUP P.A.

FILED
99 MAR 31 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for purposes of forming a professional corporation for profit in accordance with the laws of the State of Florida, does hereby state the following:

1. NAME

The name of the corporation shall be Karlsberger Architectural Group P.A.

2. PRINCIPAL OFFICE

The street address of the initial principal office of the corporation is 444 Bunker Road #201, West Palm Beach, FL 33405. The initial mailing address of the corporation is 99 East Main Street, Columbus, OH 43215.

3. NATURE OF BUSINESS

The purpose for which the corporation is formed shall be:

To engage in the practice, and to render the professional services, of architecture, as authorized by the Florida Statutes, and any related or incidental services.

To engage in any lawful act, activity or business not contrary to and for which a professional corporation may be formed under the laws of the State of Florida.

To have and exercise all powers, rights and privileges conferred by the laws of Florida on professional corporations, including, but not limited to, buying, leasing or otherwise acquiring and holding, using or otherwise enjoying and selling, leasing or otherwise disposing of any interest in any property, real or personal, of whatever nature and whereinsoever situated, and buying and selling stocks, bonds, or any other security of any issuer as the Corporation by action of its board of directors may, at any time and from time to time, deem advisable.

To have all of the general powers granted to corporations organized under the Florida Business Corporation Act, whether granted by specific statutory authority or by construction of law.

4. CAPITAL STOCK

The number of shares of capital stock which the Corporation is authorized to have outstanding is One Thousand (1,000) shares all of which shall be common shares without par value.

5. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of corporation in the State of Florida is, 1200 South Pine Island Road, Plantation FL. The name of the initial registered agent of the corporation at the above address shall be CT Corporation System. The Board of Directors may from time to time change the principal office and/or mailing address of the registered office or the registered agent to any other address in the State of Florida.

6. NUMBER OF DIRECTORS

The business of this corporation shall be managed by a Board of Directors initially consisting of one (1) person. The number of Directors may be changed from time to time in accordance with the By-Laws of the corporation.

7. INITIAL BOARD OF DIRECTORS

The name and address of the initial member of the Board of Directors, who shall hold office until the first annual meeting of the shareholders, and thereafter until his successor or successors are elected, is as follows:

Richard Barger
99 East Main Street
Columbus, OH 43215

8. OFFICERS

The corporation shall have a President, a Secretary, and a Treasurer and may have additional and assistant officers as the Board of Directors may designate from time to time. A person may hold more than one office.

9. BY-LAWS

The Board of Directors shall adopt By-Laws for the corporation. The By-Laws may be amended, altered or repealed by the shareholders or Directors in any manner permitted by the By-Laws.

10. CERTAIN TRANSACTIONS

No person shall be disqualified from being a director of the corporation because he or she is or may be a party to, and no director of the corporation shall be disqualified from entering into, any contract or other transaction to which the corporation is or may be a party. No contract or other transaction shall be void or voidable for reason that any director or officer or other agent of the corporation is a party thereto, or otherwise has any direct or indirect interest in such contract or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the corporation authorizes or participates in authorization of such contract or transaction, (a) if the material facts as to such interest are disclosed or are otherwise known to the board of

directors or applicable committee of directors at the time the contract or transaction is authorized, and at least a majority of the disinterested directors or disinterested members of the committee vote for or otherwise take action authorizing such contract or transaction, even though such disinterested directors or members are less than a quorum, or (b) if the contract or transaction (i) is not less favorable to the corporation than an arm's length contract or transaction in which no director or officer or other agent of the corporation has any interest or (ii) is otherwise fair to the corporation as of the time it is authorized. Any interested director may be counted in determining the presence of a quorum at any meeting of the board of directors or any committee thereof which authorizes the contract or transaction.

11. INDEMNIFICATION

The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

12. WAIVER OF PREEMPTIVE RIGHTS

No holder of any of the shares of any class of the corporation shall be entitled as of right to subscribe for, purchase, or otherwise acquire any shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of any class of the corporation; and any and all of such shares, bonds, securities, or obligations of the corporation, whether now or hereafter authorized or created, may be issued, or may be reissued if the same have been reacquired and if their reissue is not prohibited, and any and all of such rights and options may be granted by the Board of Directors to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine, without first offering the same, or any thereof, to any said holder.

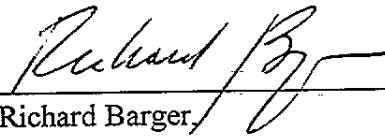
13. AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

14. AUTHORITY TO REPURCHASE CAPITAL STOCK

The corporation by its board of directors is authorized, except to the extent prohibited by law, to repurchase, redeem or otherwise acquire, from time to time at any time, shares of any class of capital stock issued by it.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has hereunto set his hand and seal this 26th day of March, 1999.


Richard Barger,
Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: March 30, 1999

CT Corporation System

BY: Susan J. Metze
ITS: Susan J. Metze, Asst. Sec'y

FILED
99 MAR 31 AM 10:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA