

TRANSMITTAL LETTER

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

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-04/22/99--01036--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: GULF COAST BUSINESS SOLUTIONS, 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 of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☒ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: DEBORAH J. BECHTOLD  
Name (Printed or typed)

7220 MAJESTIC BLVD.,  
Address

NAVARRE, FL 32566  
City, State & Zip

(334) 946-3630 / (850) 637-2547  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 APR 22 AM 7:53

FILED

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

OB  
4-27-99  
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ARTICLES OF INCORPORATION OF  
GULF COAST BUSINESS SOLUTIONS, INC.,  
AN S CORPORATION

FILED  
99 APR 22 AM 7:53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of an S corporation under the Florida Corporation Act, adopt the following Articles of Incorporation for such corporation:

- 1) The name of the corporation is GULF COAST BUSINESS SOLUTIONS, INC.;
- 2) The period of its duration is perpetual;
- 3) The purposes for which the corporation is organized are as follows:
  - a) To conduct the business of GULF COAST BUSINESS SOLUTIONS, INC., which business shall include dealing in the provision of comprehensive business solutions, including business consulting and provision of all computer, software, network and internet related technology and services, and any other business as is usual, proper and necessary in such enterprise.
  - b) To deal in real property. To acquire (by purchase, lease, hire or otherwise), hold, own, improve, manage, operate, lease as lessee, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wherever situated, and any interest therein, and to purchase and sell promissory notes, deeds of trust and mortgages of any kind wherever situated.
  - c) To deal in personal property. To acquire (by purchase, lease, exchange, hire or otherwise), hold, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, alone or in syndicates or otherwise in conjunction with others, personal property of every kind, character, and description whatsoever and wherever situated, and any interest therein.
  - d) To make and enter into contracts. To enter into, make, perform and carry out, or cancel or rescind, contracts for any lawful purpose pertaining to its business.
  - e) To raise funds. To borrow or raise money for any of the purposes of the corporation and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures, and to secure the payment thereof, and the interest thereon, by mortgage on, or pledge, conveyance, or assignment in trust of, the whole, or any part, of the assets of the corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired, and to sell, pledge, or otherwise dispose of such securities or other obligations of the corporation for its corporate purposes.
  - f) General clause. To do everything proper, necessary, advisable, reasonable or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, and to do every other act and thing incidental thereto or connected therewith, which is not forbidden by the laws of Florida, or by the provisions of these Articles of Incorporation.

- 4) The aggregate number of shares which the corporation is authorized to issue is 10,000 of a single class. The designation of that class, the number of shares and the par value, if any, of these shares, or a statement that the shares are without par value, are as follows:
- a) Number of shares: 10,000
  - b) Class: Ordinary
  - c) Series: None
  - d) Par Value per share: \$1.00 (One dollar and no cents)
- 5) There are no preferences or special relative rights in respect of shares of each class, as there is only one class of shares.
- 6) The qualifications, limitations and restrictions in respect of the ordinary shares are as follows:
- a) No member of the corporation shall offer to any party not at that time a shareholder in the corporation, the sale, exchange, transfer, pledge, offer as security for payment of debt, otherwise mortgage or otherwise relinquish control of, or obligations and entitlements associated with, their holding of shares in the corporation without the explicit written approval of all members of the corporation.
  - b) Any offer of sale, transfer, exchange, pledge, or disposal of the shares in the corporation, or relinquishment of control, or the obligations and entitlements associated with those shares, shall be made to the other members of the corporation before any such offer is made to any other party. All offers made to the members of the corporation shall be made at a reasonable consideration at the time the offer is made.
  - c) Shares cannot be exchanged, traded or dealt between members of the corporation without the exchange, trade or sale of those shares first being offered to the majority shareholder in the corporation.
  - d) Any offer of sale, transfer, exchange, pledge, or disposal of the shares in the corporation, or relinquishment of control, or the obligations and entitlements associated with those shares, made to another shareholder in the corporation must first be approved explicitly, and in writing, by all other members of the corporation.
- 7) The corporation will not commence business until at least \$ 1,000 (One thousand dollars and no cents) is received by it as consideration for the issuance of shares. This consideration may be received in the form of cash, personal property, or services rendered by a member of the corporation.
- 8) There are no provisions limiting or denying the shareholders the preemptive right to acquire additional shares of the corporation except by virtue of the provisions defined in Clause 6 of these Articles of Incorporation.
- 9) Provisions for the regulation of the internal affairs of the corporation are as set forth in the Bylaws.

- 10) The address, including street and number of the initial registered agent of the corporation is Deborah J. Bechtold, of 7220 Majestic Blvd., Navarre, FL 32566. The name of the initial registered agent at such address is Deborah J. Bechtold.
- 11) The address, including street and number, where it conducts its principal business is 224, East Government Street, Pensacola, FL 32501.
- 12) The number of directors constituting the initial board of directors of the corporation is two and the names and addresses, including street and number of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
Deborah J. Bechtold	7220 Majestic Blvd., Navarre, FL 32566
Scott M. Bechtold	7220 Majestic Blvd., Navarre, FL 32566

- 13) The name and address, including street and number of each incorporator is:

<u>Name</u>	<u>Address</u>
Deborah J. Bechtold	7220 Majestic Blvd., Navarre, FL 32566
Scott M. Bechtold	7220 Majestic Blvd., Navarre, FL 32566

Deborah J. Bechtold  
Incorporator's signature

4/16/99  
Date

DEBORAH J. BECHTOLD  
Incorporator's name

Scott M. Bechtold  
Incorporator's signature

4/16/99  
Date

SCOTT M. BECHTOLD  
Incorporator's name

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment of Registered Agent and agree to act in that 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.

Deborah J. Bechtold  
Signature of Registered Agent

4/16/99  
Date

DEBORAH J. BECHTOLD  
Registered Agent name

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