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TRANSMITTAL LETTER

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

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-08/02/99--01066--007
*****87.50 *****87.50

SUBJECT: Design, Development Regulatory Services
(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

ADDITIONAL COPY REQUIRED

FROM: BREDA MILLER
Name (Printed or typed)

10194 Kentucky St.
Address

Bonita Springs Fla
City, State & Zip

941-676-3512
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG -2 AM 9:39

FILED

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

Certificate and Articles of Incorporation
Of
Design, Development, Regulatory Services, Inc.

FILED
99 AUG -2 AM 9:39
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned subscribers, are natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the laws of the State of Florida.

ARTICLE ONE
NAME

The name of this corporation is Design, Development, and Regulatory Services, Inc.

ARTICLE TWO
DURATION

The duration of this corporation shall be perpetual.

ARTICLE THREE
PURPOSE

The purpose of this corporation is the transaction of any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE FOUR
STOCK CERTIFICATES

The authorized capital stock of the corporation shall be as followed:

The number shares of common voting stock shall be 1,000,000 shares with a par value of \$ 1.00 per share.

a) All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered, or any thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid, the same as though paid for in cash at par, The Board of directors will be the sole judge of the value of any property, services, right or things acquired in exchange for capital stock. Payment for the capital stock will be made at such time of times and upon such conditions as the Board of Directors may from time to time designate.

b) The shares of capital stock of the corporation are to be non-assessable. The right to notice of and to vote at any meeting of the shareholders of the corporation shall be vested in the holders of the common stock, and every holder of common stock shall equal voting rights, i.e., one vote per share. No certificate shall be issued for any share until such share is fully paid. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

c) Certificates representing shares in this corporation shall be signed by the President or Vice President and the Secretary or an Assistant Secretary and may be sealed with the seal of this corporation or facsimile thereof.

d) In the event of any dissolution or liquidation of the corporation, the assets and funds of the corporation shall be divided among and paid equally to the holders of the common stock, according to the number of shares of common stock held by them respectively.

e) The corporation shall request a stock certificate presented to it or transfer if the certificate is properly endorsed by the holder of record or by his duly authorized attorney.

f) If the shareholder shall claim to have lost or destroyed a certificate of shares issued by the corporation, a new certificate shall be issued upon the making of an affidavit of that fact by the person claiming the certificate of stock to be lost, stolen or destroyed, and, at the discretion of the Board of Directors, upon the deposit of a bond or other indemnity in such amount and with such sureties, if any, as the board may reasonable require.

g) The shareholders of the corporation are to be entitled to preemptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the owned by such shareholders bears to the total outstanding stock of the corporation at that time.

h) The shareholders of the corporation at any duly constituted meeting may, by resolution having unanimous approval of all holders of stock outstanding and issued and recorded in writing in the minutes of a meeting, place such restrictions upon the transfer or encumbrance or the capital stock of the corporation as they deem advisable, so long as such restriction is reasonable and not an undue restraint or alienation of stock. at such meeting the shareholders may determine the method by which the restrictions upon transfer of encumbrance of the capital stock of the corporation may thereafter rescinded of modified, and in the absence of such a determination, such restrictions shall be rescinded or modified only be unanimous approval of all the shareholders at a meeting called for such purpose. All such restrictions of the transfer or encumbrance of a stock of this corporation shall be such restriction on the transfer or encumbrance of a stock of the corporation shall be recorded on all certificates of stock in compliance with the laws of the State of Florida, and shall be binding upon every shareholder, his heirs, assigns and personal representatives.

i) The corporation may issue rights and options to purchase shares of common stock of the corporation to directors, officers or employees of the corporation or of any affiliate thereof, and no shareholder approval or ratification of any such issuance of rights and options shall be required.

j) In addition to common stock, the corporation may, for the purposed of financing, from time to time issue bonds with such rights, interest rates, payment schedules, face amounts and maturity dates as the Board of Directors may determine.

ARTICLE FIVE

PREEMPTIVE RIGHTS

Any preemptive rights that are to be granted to the stockholders are as follows:

a) Preemptive and Preferential Rights. Each shareholder or subscriber shall be entitled to full preemptive or preferential rights, as such rights have hereto fore been defined at common law, to purchase and/or subscribe for his or her proportionate part of any shares which may be issued at any time by the corporation.

b) Sale or Transfer. Before there can be a valid sale or transfer of any of the shares of this corporation by the holders thereof, the holders of the shares to be sold or transferred shall first give notice in writing to the secretary of this corporation of his intention to sell or transfer such shares. Such notice shall specify the number of shares to be sold or transferred the price per share and terms upon which such holder intends to make such sale or transfer. The secretary shall, within five days thereafter, mail or deliver a copy of such notice to each of the other shareholders or record of this corporation. Such notice may be delivered to such shareholders as the same may appear on the books of this corporation. Within forty days after mailing or delivering these notices to such shareholders, any such shareholder or shareholder desiring to acquire any part of all of the shares referred to in that notice shall purchase a specified number or number of such shares at the price and upon the terms stated in that notice.

b1) If the total number of shares specified in such offers exceeds the number of shares referred to in the notice, each offering shareholder shall be entitled to purchase such proportion of the shares referred to in the notice as the number of shares of this corporation which he holds bears to the total number of shares held by all such shareholders desiring to purchase the shares referred to in the notice to the secretary.

b2) If all the shares referred to in the notice to the secretary are not disposed of under such apportionment, each shareholder desiring to purchase shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.

b3) If none or only part of the shares referred to in the notice to the secretary are purchased, as aforesaid, in accordance with offers made within the forty-day period, the shareholders desiring to sell or transfer may dispose of all shares of stock referred to in that notice not so purchased by the other shareholders to any person or persons he may so desire, provided, however that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in the notice to the secretary.

b4) Any sale or transfer, or purported sale or transfer, of the shares of this corporation shall be null and void unless the terms, conditions prescribed by these bylaws or buy-and-sell agreements signed by the shareholders are strictly observed and followed.

c) **Written Consent.** No sale, lease, conveyance, transfer, exchange of all the disposition or all, or substantially all, of the property and assets of this corporation, and no mortgage, deed of trust, pledge or hypothecation of all or substantially all of the property, real or personal, of this corporation shall be made unless approved by the vote or written consent of the shareholders entitled to exercise a majority of the voting power of this corporation.

d) **New Issues of Stock.** As long as the original incorporators own stock in the corporation, it shall not issue new stock unless all incorporators approve that issue.

e) **Endorsement of Stock Certificates.** Upon the issuance of shares, each certificate of capital stock in the corporation shall be endorsed as followed.

NOTICE IS HEREBY GIVEN that the redemption, sale, assignment, transfer, pledge or other disposition of the shares of capital stock represented by the certificate are subject to certain restriction which are set forth in the Articles of Incorporation and the Bylaws of this corporation, copies of which are on file in the office of the secretary of the corporation, and the corporation will furnish upon request and without charge a list of designations, preferences limitations and relative rights.

f) All stock of the corporation shall be subject to these restrictions and have endorsed thereon the appropriate notice contained in this paragraph.

ARTICLE SIX SUBSCRIBERS

The names and street addresses of the subscriber of the initial issue of stock under these Articles of Incorporation is are:

<u>Name</u>	<u>Address</u>
Fredrick L. Swetland III	2164 Frederick Street, Naples, Florida 34112
James M. Weaver	2265 Airelle Drive Suite 2301, Naples, Florida 34109
Brenda Miller	10194 Kentucky Street, Bonita Springs, Florida 34135

ARTICLE SEVEN
OTHER PROVISIONS

Other Provisions. Any other provisions shall be follows:

- a) **Dealing by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation: any director individually, or any firm of which such director may be a member, may be a director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such that he or such form is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof: and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction, and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.
- b) **Indemnification of Directors; Limitation.** No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director; provided, however that this Article shall not eliminate or limit the liability of a director (a) for any breach of the director's duty of loyalty to the corporation or its shareholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) for authorizing the unlawful payment of a dividend or other distribution on the

corporation's capital stock or the unlawful purchase of its capital stock; (d) a violation of Conflict of Interest Laws; of (e) for any transaction from which the director derived an improper personal benefit. This Article shall not eliminate or limit the liability of a director for any act or omission occurring prior to the date on which this Article becomes effective.

- c) **Indemnification of Officers, Employees, Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all of its existing and former officers, not limited to legal fees, judgments, penalties and amount paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action of omission alleged to have been committed while acting within the scope of employment as officer, employee or agent of the corporation, whether or not any settlement or compromise is approve by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former officer, employee or agent shall report to the president to the corporation of the Chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgements, penalties, and amounts paid in settlement of compromise in legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her employment as an officer, employee or agent of the corporation, the Board of Directors shall, at its next regular meeting or a special meeting held within a reasonable time thereafter, determine in good faith whether or not, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent of criminal intent

If the Board of Directors determines in good faith that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification as would otherwise have been applicable or shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him or her in the action.

ARTICLE EIGHT

REGISTERED OFFICE AND REGISTERED AGENT

The street address of the registered office shall be 10194 Kentucky Street, Bonita Springs, Florida 34135. The name of the initial registered agent at such address shall be Brenda Miller.

ARTICLE NINE

MANAGEMENT

The number of directors constituting the initial Board of Directors of the corporation is three, and the names and addresses 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.

Fredrick L. Swetland III 2164 Frederick Street, Naples, Florida 34112

James M. Weaver 2265 Airelle Drive Suite 2301, Naples, Florida 34109

Brenda Miller 10194 Kentucky Street, Bonita Springs, Florida 34135

ARTICLE TEN
INCORPORATION'S PRINCIPAL OFFICE

The corporation's principal address is 10194 Kentucky Street, Bonita Springs, Florida 34135. Copies of all corporate records shall be kept at the registered place of business.

ARTICLE ELEVEN
AMENDMENTS AND BYLAWS

Amendments and Bylaws. Both the shareholders and the Board of Directors shall have the power to amend the Articles of Incorporation and or the Bylaws as prescribed by the State of Florida.

ARTICLE TWELVE
INCORPORATORS

The name and addresses of each incorporator is:

<u>Name</u>	<u>Address</u>
Fredrick L. Swetland III	2164 Frederick Street, Naples, Florida 34112
James M. Weaver	2265 Airelle Drive Suite 2301, Naples, Florida 34109
Brenda Miller	10194 Kentucky Street, Bonita Springs, Florida 34135

All power, duties and responsibilities of the incorporators shall cease at the time of delivery of this Certificate and Articles of Incorporation to the person or department with whom the Articles are filed.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation, intending that they become effective as on this 29 day of June 1999, in Naples, Collier County, Florida.

Name
Fredrick L. Swetland III
James M. Weaver
Brenda Miller

Signature

James M. Weaver FDL # 160453324710
Brenda Miller FDL # 1460060517590

I hereby accept the duties and responsibilities as Registered Agent.

STATE OF FLORIDA
COUNTY OF COLLIER

Before me personally appeared the following:

James M. Weaver
Brenda Miller

known to me personally or identified to me by Florida Drivers License as the persons described in and who executed the foregoing instrument, and acknowledge to and before me that they executed said instrument for purposes therein expressed.

Fredrick L. Swetland III

Kelli J. Wolin
Notary Signature

STATE OF FLORIDA
COUNTY OF Collier

Kelli J. Wolin
Printed Name

On this 6th day of July, 1999,
the foregoing or attached instrument was acknowledged
before me by Frederick L. Swetland III
, who is/are personally known to me or
who has/have produced PDL # 5345 25244-161-0
as identification and who (did) (did not) take an oath

Seal:
Commission No.



Melia Vaccaro
Notary Public:

