

P99000072932

ATTORNEYS' TITLE

Requestor's Name

660 E. Jefferson St.

Address

Tallahassee, FL 32301

City/St/Zip

850-222-2785

Phone #

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

99 AUG 16 PM 3:47

FILED

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

1- AUTOMATED PERFORMANCE SYSTEMS, INC.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☐ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

RECEIVED

99 AUG 15 PM 2:54

OFFICE OF THE
CLERK OF THE
SUPREME COURT
TALLAHASSEE, FLORIDA

NEW FILINGS	
XX	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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*****70.00 *****70.00

Examiner's Initials

gfc

8/1/8

ARTICLES OF INCORPORATION

OF

AUTOMATED PERFORMANCE SYSTEMS, INC.

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99 AUG 16 PM 3:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with the requirements of Florida Statutes, Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following articles of incorporation for the purpose of organizing a business corporation.

ARTICLE I

The name of the corporation ("Corporation") is: Automated Performance Systems, Inc.

ARTICLE II

Pursuant to Section 607.0203, Florida Statutes, this Corporation shall commence upon the date of execution of these Articles of Incorporation. This Corporation shall have perpetual existence.

ARTICLE III

The street address of the principal office of the Corporation is 522 Rutile Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE IV

The maximum number of shares this Corporation is authorized to issue is one hundred (100), sixty (60) of which are Class A Common Shares; and forty (40) of which are all Class B Common Shares. All Class A Common Shares shall be identical with each other in every respect and the holders of Class A Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. Class B Shares shall be identical to Class A Shares except that Class B Shares shall not be entitled to vote.

ARTICLE V

The initial street address of the Corporation's registered office is 522 Rutile Drive, Ponte Vedra Beach, FL 32082. The initial registered agent for the Corporation at that address is 522 Rutile Drive, Ponte Vedra Beach, FL 32082. *Jan Dragotta*

ARTICLE VI

The initial board of directors shall consist of two (2) members. The names and address of the persons who will serve on the initial board of directors are:

Name	Address
Jan Dragotta	522 Rutile Drive Ponte Vedra Beach, FL 32082
Robert Nethary	522 Rutile Drive Ponte Vedra Beach, FL 32082

ARTICLE VII

The names and street addresses of the persons signing these articles of incorporation are:

Name	Address
Jan Dragotta	522 Rutile Drive Ponte Vedra Beach, FL 32082

ARTICLE VIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation this 31 day of July, 1999.


Name:

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Automated Performance Systems, Inc., at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the

obligations of that position pursuant to Florida Statute
607.0501(3).

Name: *Paul A. Huts*

Date: *JULY 31, 1899*

FILED
99 AUG 16 PM 3:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT
IN LIEU OF THE
FIRST MEETING OF THE BOARD OF DIRECTORS
OF
AUTOMATED PERFORMANCE SYSTEMS, INC.

The undersigned, being all of the directors of Automated Performance Systems, Inc., a Florida corporation (the "Corporation"), hereby consent, pursuant to F.S. 607.0205(2) of the Florida Business Corporation Act, to the adoption of the following resolutions in lieu of an organizational meeting of the Board of Directors of the Corporation:

RESOLVED, that the form of by-laws attached are adopted as and for the by-laws of the Corporation and shall be filed in the minute book of the Corporation as the by-laws of the Corporation; and

RESOLVED, that all actions taken previously by the incorporator of the Corporation are ratified, confirmed, and approved; and

RESOLVED, that the form of corporate seal, an impression of which is affixed in the margin alongside this resolution, is adopted as the corporate seal of the Corporation; and

RESOLVED, that the fiscal year of the Corporation shall begin on January 1, and end on December 31, of each year; and

RESOLVED, that the following persons are elected to the office of the Corporation opposite their respective names, to serve until the next annual meeting of the Board of Directors of the Corporation and thereafter until their respective successor is duly elected and qualified or until his or her earlier resignation or removal:

Name	Office
Jan Dragotta	President and Treasurer
Robert Nethary	Vice President and Secretary

and

RESOLVED, that the form of certificate for fully paid and nonassessable shares of common stock of the Corporation ("Common Stock"), a specimen of which is to be filed in the minute book of the Corporation with this Consent, is hereby approved and adopted; and

WHEREAS, Jan Dragotta has offered to subscribe for and purchase thirty one (31) shares of Class A Common Stock and in consideration thereof to pay to the Corporation the sum of \$1.00 per share, for an aggregate sum of \$31.00; and

WHEREAS, Robert Nethary has offered to subscribe for and purchase twenty-nine (29) shares of Class A Common Stock and in consideration thereof to pay to the Corporation the sum of \$1.00 per share, for an aggregate sum of \$29.00; and

WHEREAS, Greg Bryant has offered to subscribe for and purchase five (5) shares of Class B Common Stock and in consideration thereof to provide personal services to the Corporation; and

WHEREAS, this board of directors determines that this consideration is adequate;

NOW, THEREFORE, BE IT

RESOLVED, that the subscription offer of Jan Dragotta is accepted and that payment in full having been made by said subscriber, the appropriate officers of the Corporation are authorized, empowered, and directed to execute, issue, and deliver, in the name and on behalf of the Corporation, a certificate representing thirty-one (31) shares of Class A Common Stock to said subscriber; and further

RESOLVED, that the subscription offer of Robert Nethary is accepted and that payment in full having been made by said subscriber, the appropriate officers of the Corporation are authorized, empowered, and directed to execute, issue, and deliver, in the name and on behalf of the Corporation, a certificate representing twenty-nine (29) shares of Class A Common Stock to said subscriber; and further

RESOLVED, that the subscription offer of Greg Bryant is accepted and that payment in full having been made by said subscriber, the appropriate officers of the Corporation are authorized, empowered, and directed to execute, issue, and deliver, in the name and on behalf of the Corporation, a certificate representing five (5) shares of Class B Common Stock to said subscriber; and further

RESOLVED, that on issuance of the certificate, the shares of Common Stock represented by it shall be validly issued, fully paid, and nonassessable.

RESOLVED, that the Secretary of the Corporation is authorized, empowered, and directed to procure all corporate books, stock ledgers, and books of account required by law or appropriate in connection with the business of the Corporation; and

RESOLVED, that the Treasurer is authorized, empowered, and directed to pay all fees and expenses incident to and arising out of the organization of the Corporation and to reimburse any person who has made disbursements therefor; and further

RESOLVED, that the proper officers of the Corporation are authorized, empowered, and directed, in the name and on behalf of the Corporation, to take such additional action and to execute and deliver such additional agreements, documents, and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent on the 31st day of July, 1999.


Director


Director