

P99000073513

T. Dungan Rose

Requestor's Name

Rt 2, Box 111

Address

Monticello, Fla 32344

City/State/Zip

Phone #

850-997-1886

Office Use Only

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

1. AMTECH Consulting Group, INC.
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<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

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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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Examiner's Initials

ajc 8/18

**ARTICLES OF INCORPORATION
OF
AMTech Consulting Group, Inc.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under laws of the State of Florida.

ARTICLE I: NAME

The name of the corporation shall be: AMTech Consulting Group, Inc.

ARTICLE II: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

Route 2, Box 111
Monticello, Florida 32344

ARTICLE III: NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV: STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000. Stockholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE V: TERM OF CORPORATE EXISTANCE

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

T. Duncan Rose III
Route 2, Box 111
Monticello, Florida 32344

ARTICLE VII: NUMBER OF DIRECTORS

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII: INITIAL BOARD OF DIRECTORS

The Initial Board of Directors shall consist of three members, T. Duncan Rose III (Route 2, Box 111, Monticello, Florida), Linda B. Rose (Route 2, Box 111, Monticello, Florida) and Camilla "Candy" A. Augustine (1892 Myrick Road, Tallahassee, Florida) who shall

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hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified.

ARTICLE IX OFFICERS

The Corporation shall have a President, a Director of Consulting Services, a Director of Technical Services, a Secretary and a Treasurer. Any two or more offices may be held by the same person.

ARTICLE X: TRANSACTIONS IN WHICH DIRECTORS OR OFFICERS ARE INTERESTED

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI: INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served

at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such actions was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(a) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amount for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonable believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect t any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were nt parties to such action, suit or proceeding.

(b) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this articles.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

ARTICLE XII: FINANCIAL INFORMATION

The Corporation shall be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders within six months of the end of each fiscal year. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders

ARTICLE XIII: AMENDMENT

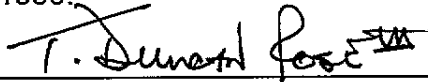
These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

ARTICLE XIV: INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation is:

T. Duncan Rose III
Route 2, Box 111
Monticello, Florida 32344

The undersigned has executed these Articles of Incorporation this 17th day of August 1999.



T. Duncan Rose III, Incorporator

I accept the duties of registered agent.
T. Duncan Rose III 18 Aug 99

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