

P99000107362

TRANSMITTAL LETTER

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

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-12/09/99--01063--001  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

SUBJECT: KENNEY Computer Consultants, 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

ADDITIONAL COPY REQUIRED

FROM: HARRY M KENNEY  
Name (Printed or typed)

17824 127<sup>th</sup> Dr. N  
Address

Jupiter, FL 33478  
City, State & Zip

561-775-6400 ext 362  
Daytime Telephone number

FILED  
99 DEC -9 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FL 32314

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

12-13  
WC

**ARTICLES OF INCORPORATION**

Of

**KENNEY COMPUTER CONSULTANTS, INC.**

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

**ARTICLE I – CORPORATE NAME**

The name of the corporation is:

**KENNEY COMPUTER CONSULTANTS, INC.**

**ARTICLE II – ADDRESS**

The address of the principal office of the Corporation is 17824 127<sup>th</sup> Dr. N., Jupiter, FL. 33478 and the mailing address of the Corporation is 17824 127<sup>th</sup> Dr. N., Jupiter, FL. 33478.

**ARTICLE III – DURATION**

This corporation shall exist perpetually unless dissolved according to Florida law.

**ARTICLE IV – PURPOSE**

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

**ARTICLE V – CAPITAL STOCK**

The corporation is authorized to issue One Hundred shares (100) of One Dollar (\$1.00) par value Common Stock, which shall be designated "Common Shares"

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TALLAHASSEE, FLORIDA

## **ARTICLE VI – INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the Initial Registered Agent of this Corporation is:

Harry M. Kenney  
17824 127<sup>th</sup> Dr. N.  
Jupiter, FL 33478

## **ARTICLE VII – INTIAL BOARD OF DIRECTIONS**

This corporation shall have Two (2) directors initially. The number of directors may be either increased or decreased or diminished from time to time by the By-Laws, but shall never be less than one (1). The name(s) and address(es) of the initial director(s) of the corporation are as follows:

Harry M. Kenney, 17824 127<sup>th</sup> Dr. N., Jupiter, FL 33478  
Sherry A. Kenney, 17824 127<sup>th</sup> Dr. N., Jupiter, FL 33478

## **ARTICLE VIII – INCORPORATORS**

The name(s) and address(s) of the person(s) signing these Articles of Incorporation are as follows:

Harry M. Kenney, 17824 127<sup>th</sup> Dr. N., Jupiter, FL 33478  
Sherry A. Kenney, 17824 127<sup>th</sup> Dr. N., Jupiter, FL 33478

## **ARTICLE IX – RESTRICTIONS AGAINST VIOLATION OF S STATUS**

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock (voting or non-voting common).

No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation.

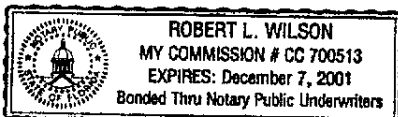
## **ARTICLE X – INDEMNIFICATION**

- A. To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is 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 by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgements, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in manner which he reasonably believed to be in or not opposed to the best interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was lawful.
- B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or Settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.
- C. To the extent that a Director, Officer, employee or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in paragraph (a) or (b) of this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses

(including attorneys' fees) actually and reasonably incurred by him in connection therewith.

- D. Any indemnification under paragraph (a) or (b) of this section (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the Director, Officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (a) or (b). Such determination shall be made (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) if such a quorum is not obtainable, or, even if obtainable a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the Shareholders.
- E. Expenses (including attorneys' fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in paragraph (d) of this Article upon receipt of an undertaking by or on behalf of the Director, Officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this section.
- F. The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, 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.
- G. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this section.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 2<sup>nd</sup> day of January, 1999.



[Signature]  
x Thomas A. Kennedy

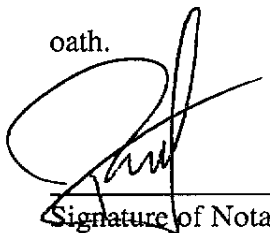
STATE OF FLORIDA

COUNTY OF Palm Beach

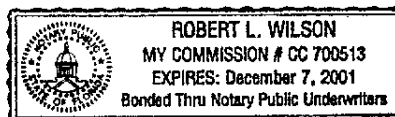
Personally known

The foregoing instrument was acknowledged before me this 3 day of December, 1999 by Harry M. Kenney, who is personally know to me or who has produced \_\_\_\_\_ as identification and who did take an

oath.



Signature of Notary Public



Typed, printed or stamped name of Notary Public

Notary

Title

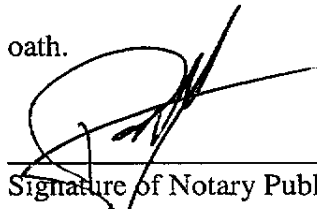
Serial Number, if any

State of Florida

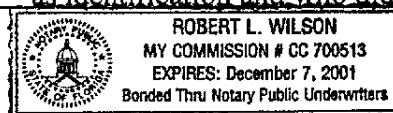
County of Palm Beach

The foregoing instrument was acknowledged before me this 3 day of December, 1999 by Sherry A. Kenney, who is personally know to me or who has produced \_\_\_\_\_ as identification and who did take an

oath.



Signature of Notary Public



Typed, printed or stamped name of Notary Public

Notary

Title

Serial Number, if any

State of Florida

County of Palm Beach

**CERTIFICATE AND ACKNOWLEDGMENT  
OF REGISTERED AGENT**

**CERTIFICATE OF REGISTERED AGENT**

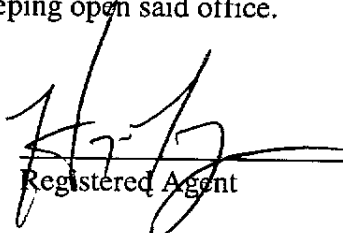
**OF**

**KENNEY COMPUTER CONSULTANTS, INC.**

Pursuant to Florida Statutes Section 48.091 and 607.034, the following is submitted: The above corporation, desiring to organize under the laws of the State of Florida with its registered office as indicated in the Articles of Incorporation at 17824 127<sup>th</sup> Dr. N., Jupiter, FL 33478 has named Harry M. Kenney located at the aforesaid address, as its Registered Agent to accept service of process within this state.

**ACKNOWLEDGEMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of Florida law in keeping open said office.

  
Registered Agent

FILED  
99 DEC -9 PM 12:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA