

POS000163237

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H05000283527 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)205-0381

From: Account Name : WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.
Account Number : 076077002775
Phone : (407)246-8450
Fax Number : (407)423-7034

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 14 AM 11:26

FILED

FLORIDA PROFIT CORPORATION OR P.A.

GELCORP, INC.

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

J Chivers DEC 15 2005



December 13, 2005

FLORIDA DEPARTMENT OF STATE

Division of Corporations

WINDERWEEDLE, HAINES, WARD & WOODMAN, P.A.

SUBJECT: GELCORP, INC.
REF: W05000054791

5 pages attached 12/14/05

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Name conflict with H59756, GEL CORPORATION.

An effective date may be added to the Articles of Incorporation if a 2006 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

If you have any further questions concerning your document, please call (850) 245-6933.

Dale White
Document Specialist
New Filing Section

FAX Awd. #: H05000283527
Letter Number: 605A00071662

((H05000283527 3))

ARTICLES OF INCORPORATION
OF
GELCORP MANAGEMENT, INC.

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

GELCORP MANAGEMENT, INC.

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 500 shares of common stock having a par value of \$0.001 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed with the Secretary of State and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address and mailing address of the initial corporate office of this Corporation is 100 Harbor Way, Hobe Sound, Florida 33455. The street address of the initial registered office of this Corporation is 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is W. Graham White.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

05 DEC 14 AM 11:26

FILED

((H05000283527 3))

ARTICLE VI - Directors

A. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation.

B. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

C. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

D. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

E. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Incorporator

The name of the Incorporator signing these Articles is W. Graham White and his address is 390 N. Orange Avenue, Suite 1500, Orlando, Florida 32801.

ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

((H050002835273))

ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 12 day of December, 2005.

W. Graham White

W. Graham White

SECRETARY OF STATE
FAC. SER. FILED

05 DEC 14 AM 11:26

FILED

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

W. Graham White

W. Graham White

((H050002835273))