

DARYL DRIVER
2110 HUNTLEIGH POINTE
ORLANDO, FL 32835

P95000065558

August 21, 1995

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

FILED
95 AUG 23 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: Top Notch Stables, Inc.

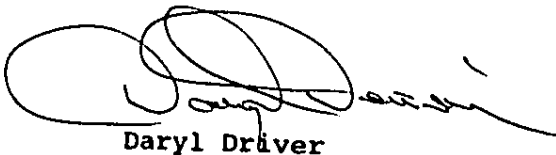
Dear Sir/Madam:

Enclosed please find my check payable to The Secretary of the State of Florida, in the amount of \$122.50. This payment is for the processing and filing fees pertaining to the enclosed Articles of Incorporation and Designation of Registered Agent.

Also enclosed you will find a self addressed stamped envelope for priority mail return delivery to me. Please use when returning the certified copy of the Articles of Incorporation to me.

I appreciate your assistance in expediting this request as soon as possible.

Sincerely,



Daryl Driver

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PAID
8.23.95

ARTICLES OF INCORPORATION

OF

TOP NOTCH STABLES, INC.

FILED
95 AUG 23 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

ARTICLE ONE

NAME

The name of the corporation shall be TOP NOTCH STABLES, INC.

ARTICLE TWO

TERM OF EXISTENCE

The period of it's duration is perpetual.

ARTICLE THREE

NATURE OF BUSINESS

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the UNITED STATES, the State of Florida, or any other state, county, territory or nation.

ARTICLE FOUR

CAPITAL STOCK

The maximum number of shares which the corporation shall have authority to issue is: 1000 at no par value.

ARTICLE FIVE

ADDRESS

The street address of the initial registered office is c/o Daryl R. Driver, 2110 Huntleigh Pointe, Orlando, FL 32835.

ARTICLE SIX

SPECIAL PROVISIONS

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

ARTICLE SEVEN

LIMITATION OF LIABILITY

Each director, stockholder, and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

ARTICLE EIGHT

SELF DEALING

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also director of such subsidiary or corporation.

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TALLAHASSEE, FLORIDA

ARTICLE NINE

DIRECTORS

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of :

Michael Cavaseno
10391 Quail Crown Drive
Naples, Fl 33399

ARTICLE TEN

INCORPORATOR

The name and address of the incorporator is:

Daryl R. Driver
2110 Huntleigh Pointe
Orlando, FL 32835

ARTICLE ELEVEN

POWERS OF THE INCORPORATOR

The powers of the incorporator cease upon filing of the Articles of Incorporation.

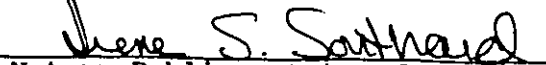
IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 21st day of August, 1995.

Incorporator:


Daryl R. Driver

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this 21st day of August, 1995.


Notary Public, State of Florida

My Commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Sept. 2, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

**DESIGNATION OF AND ACCEPTANCE
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.

TOP NOTCH STABLES, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 10391 Quail Crown Drive, Naples, FL 33999, has named Daryl R. Driver, whose address is 2110 Huntleigh Pointe, Orlando, FL 32835, as its Registered Agent to Accept service of process within this State.

ACCEPTANCE:

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

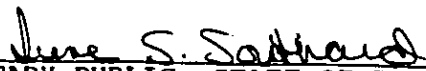
Registered Agent:


Daryl R. Driver

STATE OF FLORIDA }
COUNTY OF ORANGE }

BEFORE ME, the undersigned authority, this day personally appeared DARYL R. DRIVER, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 21st day of August, 1995.


NOTARY PUBLIC, STATE OF FLORIDA
My commission Expires:

NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: Sept. 2, 1995.
BONDED THRU NOTARY PUBLIC UNDERWRITERS.

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95 AUG 23 AM 9:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000065558

HERBERT J. BUCK, P.A.
ACCOUNTANT / TAX SPECIALIST
215 SOUTH AIRPORT ROAD
NAPLES, FLORIDA 33942

OFFICE USE ONLY

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

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☒	Amendment <i>NC</i>
☐	Resignation of R.A. Officer/Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

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*****35.00 *****35.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 27 PM 3:41

SH 1/8

Examiner's Initials _____

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

Top Notch Stables, Inc.

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: *(indicate article number(s) being amended, added or deleted)*

We hereby adopt to change the name of the Corporation to Top Notch of Naples, Inc., from Top Notch Stables Inc. as stated in the Articles of Incorporation.

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
95 DEC 27 PM 3:41

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

THIRD: The date of each amendment's adoption: December 21, 1995

FOURTH: Adoption of Amendment(s)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups.
The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were
sufficient for approval by _____"

voting group

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this day 22nd of December, 19 95.

Signature

Michael Cassano

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)