



UNITED  
BUSINESS  
ASSOCIATION

P96000101643

116 South Monroe Street, Tallahassee, Florida 32301  
Post Office Box 1302 Tallahassee, Florida 32302-1302  
(904) 681-6265 (1) (800) 262-4483 (1) Fax (904) 681-0765

December 17, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

VIA COURIER

FILED  
95 DEC 17 PM 2:21  
RECEIVED  
96 DEC 17 PM 1:48  
DIVISION OF CORPORATION

RE: United Association Services, Inc.

Dear Sir/Madam:

Enclosed please find an original and two (2) copies of the articles of incorporation and a check for \$131.25 for the filing fee, certified copy of the articles, and a certificate for the above-referenced corporation.

If you need additional information, please contact:

Karen Phillips, Esquire  
116 South Monroe Street  
Tallahassee, FL 32301  
904-681-6265

400002031474--2  
-12/17/96--01134--005  
\*\*\*\*131.25 \*\*\*\*131.25

Thank you for your attention to this matter.

Sincerely,

Karen E. Phillips  
General Counsel

kp  
Enc.

Call when ready

nc 12/17/96

FILED  
96 FEB 17 PM 2:21  
TALLAHASSEE, FLORIDA  
CLERK OF THE CIRCUIT COURT

**ARTICLES OF INCORPORATION  
OF  
UNITED ASSOCIATION SERVICES, INC.**

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation shall be United Association Services, Inc.

**ARTICLE II  
PRINCIPLE OFFICE**

The address of the corporation's principle office shall be 116 South Monroe Street, Tallahassee, Florida, 32301. The mailing address of the corporation shall be the same as above.

**ARTICLE III  
SHARES**

The corporation is authorized to issue 1000 shares of one dollar (\$1.00) par value common stock which shall be designated as "common shares."

**ARTICLE IV  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The street address of the corporation's initial registered office is 116 South Monroe Street, Tallahassee, Florida, 32301. The corporation's initial registered agent at that address is Thomas W. Stahl.

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator is: Thomas W. Stahl, 116 South Monroe Street, Tallahassee, Florida, 32301.

**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The names and addresses of the Initial Board of Directors, all of whom shall hold office until their successors are duly elected as provided for in the Articles of Incorporation and the bylaws of the corporation, are as follows:

Mr. Thomas Stahl  
116 South Monroe Street  
Tallahassee, FL 32301

Ms. Karen Phillips  
116 South Monroe Street  
Tallahassee, FL 32301

Mr. Jeffrey Jennings  
1030 Wilfred Drive  
Orlando, FL 32803

Mr. Frank Durrance  
950 North Orlando Avenue, Suite 210  
Winter Park, FL 32789

Mr. Buddy Richards  
26049 Fair Street  
Astatula, FL 34705

**ARTICLE VII**  
**NOMINATION AND ELECTION OF DIRECTORS AND OFFICERS**

The initial Board of Directors and officers shall serve an initial term of three (3) years. The initial Board of Directors shall serve as the Nominating Committee to nominate members of the corporation to serve as directors and officers for the subsequent term. Directors shall serve terms of three (3) years and may be nominated and elected for subsequent terms. Election to the Board of Directors shall be by majority vote of the Board of Directors serving prior to the term of the directors being nominated. Each director shall serve on the Nominating Committee to nominate members of the corporation to serve as directors and officers for the subsequent term of the Board of Directors.

**ARTICLE VIII**  
**INDEMNIFICATION OF DIRECTORS AND OFFICERS**

All directors and officers shall be indemnified by the corporation against all expenses and liabilities including attorney's fees (including appellate proceedings) reasonably incurred in connection with any proceeding or settlement thereof in which they may become involved by reason of holding such office. The corporation may purchase and maintain insurance on behalf of all directors and officers against any liability asserted against them or incurred by them in their capacity as directors and officers or arising out of their status as such.

**ARTICLE IX**  
**AMENDMENT OF ARTICLES OF INCORPORATION**

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles of Incorporation as provided by the bylaws of the corporation.

The undersigned incorporator has executed these Articles of Incorporation this 17<sup>th</sup> day of December, 1996.

  
\_\_\_\_\_  
Thomas W. Stahl

**CERTIFICATE OR DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the state of Florida, submits the following statement in designating the registered office/registered agent, in the state of Florida.

1. The name of the corporation is: United Association Services, Inc.
2. The name and address of the registered agent and office is: Thomas W. Stahl, 116 South Monroe Street, Tallahassee, Florida, 32301.

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
Thomas W. Stahl

12-17-96  
Date

FILED  
96 DEC 17 PM 2:21  
TALLAHASSEE, FLORIDA