CHARTERED ATTORNEYS

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JAY J REYNOLDS JAY PATRICK REYNOLDS

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Secretary of State

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# ARTICLES OF INCORPORATION OF

SINCO, INC.

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 I

<u>NAME</u>

The name of the corporation shall be:

SINCO, INC.

ARTICLE II

**PURPOSES** 

The purposes for which the corporation is formed and the business and objects to be carried on and promoted by it are as follows:

- (a) To invest and re-invest and hold and sell in real property;
- (b) To buy, sell, deal in, lease, hold, subdivide, improve and develop real estate; to establish subdivisions, towns, cities and villages and to dedicate lands for ways, roads, streets, alleys, sidewalks parkways, parks and other purposes; and to engage in, conduct and carry on

any business or undertaking for the improvement of property owned by the corporation or in which it may have an interest.

- (c) To sell, lease, and exchange real estate and to actively solicit and procure vendors and purchasers of real and personal property; and to buy, hold, mortgage, sell, acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with goods, wares, merchandise, real and personal property, and services of every kind, class, and description.
- (d) To contract debts and to borrow money and issue evidence of indebtedness in furtherance of any or all of the objects of its business; to secure the same by mortgage, deeds of trust, pledge or other lien; or the assumption thereof.
- (e) To enter into, perform and carry out contracts of any kind necessary to or in connection with or incidental to the accomplishment of any one or more of the purposes of the corporation.
- (f) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of capital stock of, or any bonds, securities, or other evidences of indebtedness created by and

other corporation of the State of Florida, or any other state or government, and while the owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

- (h) To transact any and all lawful business for which corporations may be incorporated under Chapter 607, Florida Statues.
- (I) To engage in any and all lawful acts or activities related to any of the above.

The maximum number of shares that this corporation is to have outstanding at any one time is one thousand (1,000) shares of common stock, having a nominal or par value of \$50 per share. The consideration to be paid for each share shall be fixed by the Board of Directors, but in no event shall be less than \$50.

#### **ARTICLE IV**

# **TERM**

This corporation shall have perpetual existence.

#### ARTICLE V

# REGISTERED AGENT AND PRINCIPAL OFFICE

The registered Agent for the corporation shall be Linda Longacre, 1701
Banyan Road, Boca Raton, Florida 33432, and the Principal Office shall be
located at 1701 Banyan Road, Boca Raton, Florida 33432, or such other person

the Board of Directors shall from time to ne direct, with appropriate notice begin given to the secretary of state in accordance with law.

### **ARTICLE VI**

#### **DIRECTORS**

This corporation shall have not less than one (1) nor more than three (3) directors, as set forth in the By-Laws. The names and street addresses of the first Board of Directors of this corporation who, subject to these Articles of Incorporation, By-Laws of this corporation, and the laws of the State of Florida, shall hold office until their successors have been elected and qualified are:

NAME

STREET ADDRESS

LINDA LONGACRE

1701 Banyan Road Boca Raton, Florida 33432

#### **ARTICLE VII**

#### **SUBSCRIBERS**

The name and street addresses of the subscriber ld the Articles of Incorporation is:

Linda Longacre 1701 Banyan Road Boca Raton, Florida 33482

#### ARTICLE VIII

### SPECIAL PROVISO

Any action by the directors of this Corporation which is within their power taken at a meeting of such directors shall be valid for all intents and purposes whether or not lawful notice of said meeting shall have been given to all directors as required by law or by the By-Laws of this corporation, if at any time prior to, during or subsequent to such meeting all directors shall execute a waiver of notice of such meeting, in writing, and providing a majority of the directors shall have roved or approve the action taken at such meeting.

When not prohibited by law, any action by the shareholders of this Corporation which is in their power taken at a meeting of such shareholders shall be valid for all intents and poses whether or not lawful notice of said meeting shall have been given to all shareholders, as required by law or the By-Laws of this Corporation, if any time prior to, during or subsequent to such meeting all shareholders shall execute a waiver of notice of such meeting in writing and providing a majority of the shareholders shall have approved or approve the action taken at such meeting.

When not prohibited by law, any action of the shareholders of this Corporation may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the persons who would be entitled to vote upon such action at a meeting and filed with the Secretary of the Corporation as part of the corporate record. Such consent shall have the same force and effect as the

unanimous vote of the shareholders and may be stated as such in any certificate

or document filed with the Department of State of the State of Florida or any other

governmental agency of any state, county or nation, or with any private

organization, corporation, person or persons.

Nothing in this Article shall be construed to allow any act of the Board of

Directors to be approved by less than a majority of said directors, or wherever a

greater vote is required by law or the By-Laws by that vote.

Nothing in this Article shall be construed to allow any act of the shareholders

to be approved by less than a majority of said shareholders, or wherever a greater

vote is required by law or in the By-Laws by that vote.

ARTICLE IX

INSPECTION OF BOOKS AND RECORDS

The Corporation shall from time to time determine whether and to what extent

and at what times and places and under what conditions and regulations the

accounts and books of the corporation (other than the stock book) or any of them

shall be open to inspection of shareholders; and no shareholder shall have any right

to inspect any account, book or document of this Corporation except as conferred

by statute, unless authorized by a resolution of the shareholders or the Board of

Directors.

# ARTICLE X

# INDEMNIFICATION OF OFFICERS AND DIRECTORS.

Every officer and every director of the Corporation shall be indemnified by the Corporation, spermitted by law, against all expenses and liability, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved by reason of his being or having been an officer or director of the corporation, whether or not he is an officer or director at the time such expenses are incurred. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to such officer may have by contract or otherwise.

OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA

1. The name of the corporation is:

# SINCO, INC.

2. The name and address of the registered agent and office is:

Linda Longacre 1701 Banyan Road Boca Raton, Florida 33432

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 statues 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.

Thoa Longacre

Date .

I WITNESS WHEREOF, the undersigned being the incorporators of this corporation have set their hand and seals this // day of 2000, for the purpose of the forming this corporation.

Kenae Wietsma

Date

STATE OF FLORIDA COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this

, 2000, by Linda Longacre, perspipally know to the.

Notary Public

Name of Notary, printed,

Typed or stamped.

My commission expires:

