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ARTICLES OF INCORPORATION FLHELP, INC.

The undersigned, acting as incorporator of FLHELP, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

<u>ARTICLE I. NAME</u>

The name of the corporation is: FLHELP, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is: 864 East Park Avenue Tallahassee, Florida 32301

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence March 11, 2000.

ARTICLE IV. PURPOSE

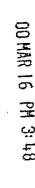
This corporation is organized to engage in any lawful purpose.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1,000 shares of common stock having \$1.00 par value per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 864 East Park Avenue, Tallahassee, Florida 32301, and the name of the corporation's initial registered agent at that address is MICHAEL D. CUSICK.



ARTICLE VII. INCORPORATOR

The name and address of the incorporator is:

Name

Address

Michael D. Cusick

864 East Park Avenue Tallahassee, Florida 32301

ARTICLE VIII. INDEMNIFICATION

Every person who now is or hereafter shall be a Director or Officer of the corporation shall be indemnified by the corporation against all costs and expenses (including counsel fees) hereafter reasonably incurred by or imposed upon him/her in connection with, or resulting from, reason of his/her being or having been a Director of Officer of the corporation (whether or not he is a Director or Officer of the corporation at the time he/she is made a party to such action, suit or proceeding, or at the time such cost or expense is incurred by or imposed upon him/her) except in relation to matters as to which he/she shall be finally adjudged in such action, suit of proceeding to have been derelict in the performance of his/her duties as such Director of Officer. The right of indemnification herein provided shall not be exclusive of other rights to which any such person may now or hereafter by entitled as a matter of law.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in the manner prescribed by law, and all rights herein conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed the Articles of Incorporation on this <u>16th</u> day of March, 2000.

Michael D. Cusick

rcornorator.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND NAMING THE AGENT WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

FLHELP, INC., is desiring to organize under the laws of the State of Florida with its initial registered office as indicated in the Articles of Incorporation, at Leon County, State of Florida, has named Michael D. Cusick as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, the undersigned agrees to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligation of the position.

By Michael D. Cusick

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APPROVED