

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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*Kirchman Holdings Corporation*

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: *LM* *8/11* *10:30*

Name \_\_\_\_\_ Date \_\_\_\_\_ Time \_\_\_\_\_

Walk-In \_\_\_\_\_ Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File Cert.
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☐ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier T. Burch **AUG 11 2000**

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TALLAHASSEE, FLORIDA

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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KIRCHMAN HOLDINGS CORPORATION**

The undersigned, acting as the sole incorporator, desiring to form a corporation for profit pursuant to the Florida General Corporation Act, adopts the following Articles of Incorporation:

**ARTICLE I - NAME OF CORPORATION**

The name of the corporation shall be KIRCHMAN HOLDINGS CORPORATION.

**ARTICLE II - TERM OF EXISTENCE**

The corporation shall begin its corporate existence as of the filing of these Articles of Incorporation and shall exist perpetually.

**ARTICLE III - GENERAL PURPOSES**

The general purposes for which the corporation is organized shall be:

(1) To manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

(2) It is intended that the corporation is organized for and may conduct and transact any and all lawful business authorized and not prohibited by the Florida General Corporation Act, as the same may be from time to time amended; provided, however, that notwithstanding the generality of the foregoing, the corporation is not hereby authorized to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair, or exposition business.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock that the corporation is authorized to issue and have outstanding is one thousand (1,000) shares, which shall be designated as Common Shares with a par value of one dollar (\$1.00) per share.

**ARTICLE V - INITIAL REGISTERED OFFICE, AND REGISTERED  
AGENT, AND CORPORATE MAILING ADDRESS**

The initial street address of the registered office of the corporation in the State of Florida is 201 E. Pine Street, Suite 700, Orlando, Florida 32801. The name of the initial registered agent of the corporation at such address is McGee & Powers, P.A. The mailing address of the corporation shall be 711 East Altamonte Drive, Altamonte Springs, Florida 32701.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

A. The initial number of directors of the corporation shall be one (1).

B. The number of directors of the corporation may be increased or decreased from time to time pursuant to By-Laws adopted by the shareholders, but shall never be less than the minimum number of directors required by applicable law.

C. The name and address of the initial member of the Board of Directors, who shall hold office until his successor is duly elected and has qualified, is:

<u>Name</u>	<u>Address</u>
Kenneth P. Kirchman	711 East Altamonte Drive Altamonte Springs, FL 32701

**ARTICLE VII - INCORPORATOR**

The name and street address of the incorporator of the corporation is:

<u>Name</u>	<u>Address</u>
Patrick A. McGee	201 E. Pine Street Suite 700 Orlando, FL 32801

**ARTICLE VIII - PREEMPTIVE RIGHTS**

Holders of shares of any class or series of the corporation shall, as such holders, for a period of thirty days following written notice of a prospective issuance, sale, or other transfer of shares by the corporation, have preemptive rights to purchase shares of any class or series hereafter issued, sold, or otherwise transferred for cash or a cash equivalent by the corporation of the same kind, class, and series, as the case may be, as that which such shareholders already hold, and, to the same extent, to purchase securities convertible into or exchangeable for shares

of the corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to purchase shares of the corporation. To be effective, a preemptive right must be exercised by a tender, in cash, to the corporation at its principal office, by the exercising shareholder, of the aggregate purchase price of the shares to be purchased by such shareholder, together with a statement executed by such shareholder that such shareholder is thereby exercising his preemptive rights; provided, however, that: (i) such shareholder shall be entitled to exercise preemptive rights only with respect to all, and not less than all, shares to which such shareholder's preemptive rights then apply; and, (ii) no preemptive right shall be exercisable if exercise of the same would, in the opinion of legal counsel to the corporation, violate any law, rule, or regulation, including, but not limited to, federal or state securities laws, to which the corporation is subject.

#### **ARTICLE IX - CUMULATIVE VOTING**

At the election of directors, each shareholder of the corporation entitled to vote thereon shall be allowed to vote the shares held by such shareholder cumulatively so as to give one candidate as many votes as is equal to the number of directors to be elected multiplied by the number of shares held by such shareholder, or to distribute such votes on the same principle among as many candidates as the shareholder may wish.

#### **ARTICLE X - BY-LAWS**

The power to adopt, amend, or repeal By-Laws for the management of the corporation shall be vested in either the Board of Directors or the shareholders; provided, however, that no By-Law adopted by the shareholders may be altered, amended, or repealed by the Board of Directors; and provided, further, however, that only the shareholders may adopt a By-Law which fixes, increases, or decreased the number of directors of the corporation.

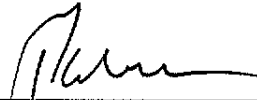
#### **ARTICLE XI - AMENDMENT TO ARTICLES**

These Articles of Incorporation may be amended in any manner permitted by law.

#### **ARTICLE XII - INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the full extent permitted by the Florida General Corporation Act.

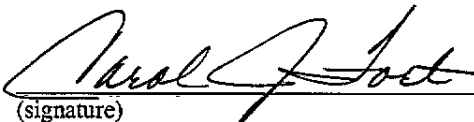
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation at Orlando, Florida, this 10<sup>th</sup> day of August, 2000.

  
\_\_\_\_\_  
Patrick A. McGee

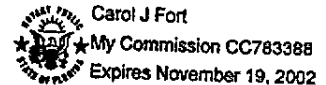
STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of August, 2000, by Patrick A. McGee, who is personally known to me, and who did not take an oath.

NOTARY PUBLIC:

  
\_\_\_\_\_  
(signature)  
(print name)

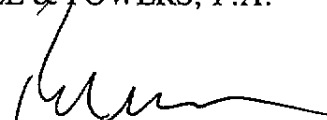
My Commission Expires:



**ACCEPTANCE BY REGISTERED AGENT**

The undersigned, McGee & Powers, P.A., as registered agent appointed in accordance with the foregoing Articles of Incorporation, does hereby accept such appointment, and does hereby state that it is familiar with and accepts the obligations imposed pursuant to § 607.0505 of the Florida General Corporation Act.

McGEE & POWERS, P.A.

By:   
\_\_\_\_\_  
Patrick A. McGee