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TRANSMITTAL LETTER

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

300003375263--2  
-08/28/00--01121--003  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: The Gallery Reserve, Inc  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☐ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Eileen Koutny  
Name (Printed or typed)  
GWK Investments, Inc  
18391 Fichter Creek Ln  
Address  
Alva, FL 33920  
City, State & Zip  
941.694.4771 or 941.633.5760  
Daytime Telephone number

00 AUG 28 PM 12:34  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

8/28/31

**ARTICLES OF INCORPORATION  
OF  
THE GALLERY RESERVE, INC.**

**FILED**  
00 AUG 28 PM 12:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name **The Gallery Reserve, Inc.**, and hereby set forth and declare:

**ARTICLE I**

The name of the corporation is **The Gallery Reserve, Inc.**, hereinafter called the "Corporation", and the principal place of business and mailing address is **Sarasota Trust Center, 640 S. Washington Blvd. Suite 175, Sarasota, FL 34236.**

**ARTICLE II**

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III**

The authorized capital stock which the corporation may issue shall be **1000 shares of \$5.00 par value common stock**, which shall be non-assessable and held, sold and paid for at such time and in such manner as the Board of Directors may from time to time determine.

**ARTICLE IV**

The corporation shall commence business on filing with the Secretary of State.

**ARTICLE V**

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

**ARTICLE VI**

The principal place for the transaction of its business shall be **Sarasota Trust Center, 640 S. Washington Blvd. Suite 175, Sarasota, FL 34236, County of Sarasota, in the State of Florida.** That said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

## **ARTICLE VII**

The corporation shall have a Board of Directors of not less than one (1) director, which number may be increased or decreased from time to time. The number of directors each year shall be determined by the Shareholders at their annual meeting, unless the number is fixed by the Bylaws.

## **ARTICLE VIII**

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer and such other officers, agents and factors shall be chosen in such manner, hold their office for such term and have such powers and duties as may be prescribed by the By laws or determined by the Board of Directors. Than names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of Board of Directors shall be:

**James O. Leiberick, President and Director**

P.O. Box 685  
Tallevast, FL 34270

**Glenn W. Koutny, Director**

18391 Fichter Creek Lane  
Alva, FL 33920

**Eileen G. Koutny, Secretary, Treasurer and Director**

18391 Fichter Creek Lane  
Alva, FL 33920

## **ARTICLE IX**

The name and post office address of the incorporators of this corporation are as follows:

**James O. Leiberick**

P.O. Box 685  
Tallevast, FL 34270

**Glenn W. Koutny**

18391 Fichter Creek Lane  
Alva, FL 33920

**Eileen G. Koutny**

18391 Fichter Creek Lane  
Alva, FL 33920

#### **ARTICLE X**

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### **ARTICLE XI**

The street address of the initial registered office of this corporation is **Sarasota Trust Center, 640 S. Washington Blvd. Suite 175, Sarasota, FL 34236.** And the name of the initial registered agent of this corporation at that address is **James O. Leiberick.**

#### **ARTICLE XII**

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XIII**

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### **ARTICLE XIV**

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### **ARTICLE XV**

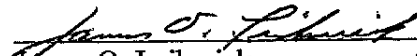
Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonable incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by a reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law;

and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### ARTICLE XVI

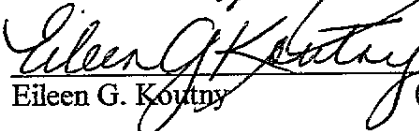
A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, I (we) the undersigned being the incorporators of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at Sarasota, FL this 25 day of AUGUST, 2000.

  
James O. Leiberick (Seal)

IN WITNESS WHEREOF, I (we) the undersigned being the incorporators of the Corporation for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby certifying that the facts therein stated are true, and accordingly set my hand and seal at Lee County, FL this 24 day of August, 2000.

  
Glenn W. Koutny (Seal)

  
Eileen G. Koutny (Seal)

In pursuance of Chapter 607.0501, Florida Statutes, the following is submitted, in compliance, with said Act:

First, that **The Gallery Reserve, Inc.**, desiring to organize under the laws of the State of Florida, with it principal office, as indicated in the Articles of Incorporation at Sarasota, County of Sarasota, State of Florida, has named **James Leiberick**, located at **Sarasota Trust Center, 640 Washington Blvd, Sarasota, FL 34236** as its agent to accept service of process within this State.

**ACKNOWLEDGMENTS:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

BY: James O. Leiberick  
James O. Leiberick, Registered Agent

STATE OF FLORIDA  
COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of August, 2000 by James O. Leiberick who are personally known to me or who have produced Florida Drivers Lic as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he (she) made and executed said certificate for the use and purposes therein expressed.



Cheryl L. Blankenship  
Print Name: CHERYL BLANKENSHIP  
Notary Public

My Commission Expires: