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**FLORIDA PROFIT CORPORATION OR P.A.**

RBE Management, Inc.

Certificate of Status	0
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ARTICLES OF INCORPORATION  
OF  
RBE MANAGEMENT, INC.

The undersigned, acting as incorporator of RBE Management, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation is RBE Management, Inc.

ARTICLE II

COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing these articles of incorporation.

ARTICLE III

PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV

AUTHORIZED SHARES

The maximum number of shares that the Corporation is authorized to have outstanding at any time is 3,000 shares of class A common stock, with a par value of \$.01 per share ("Class A Common") and 9,000 shares of class B common stock, with a par value of \$.01 per share ("Class B Common"). Except as otherwise provided below in this Article IV or as otherwise required by applicable law, all shares of Class A Common and Class B Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

1. Voting Rights. Except as otherwise provided in this Article IV or as otherwise required by applicable law, (a) holders of Class A Common shall be entitled to one vote per share on all matters to be voted on by the shareholders of the Corporation, and (b) holders of Class B Common shall have no right to vote on any matter to be voted on by the shareholders of the Corporation.

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2. Dividends. As and when dividends are declared or paid thereon, whether in cash, property or securities of the Corporation, the holders of Class A Common and the holders of Class B Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that (i) if dividends are declared which are payable in shares of Class A Common or Class B Common then dividends shall be declared which are payable at the same rate on each such class of common stock and the dividends payable in shares of Class A Common shall be payable to holders of Class A Common and dividends payable in shares of Class B Common shall be payable to holders of Class B Common; (ii) if the dividends consist of other voting securities of the Corporation, then the Corporation shall make available to each holder of Class B Common, at such holder's request, dividends consisting of non-voting securities of the Corporation which are otherwise identical to such other voting securities.

3. Liquidation. The holders of Class A Common and Class B Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the Corporation.

4. Stock Splits. If the Corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner.

#### ARTICLE V

##### ADDRESS

The mailing address of the corporation is:

100 North Starcrest Drive  
Clearwater, Florida 33765

#### ARTICLE VI

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the current registered office of the corporation is 100 North Starcrest Drive, Clearwater, Florida 33765, and the name of the corporation's current registered agent at that address is Joseph W. Clark, Esq.

#### ARTICLE VII

##### INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Joseph W. Clark, Esq.	100 North Starcrest Drive Clearwater, Florida 33765

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

#### ARTICLE VIII

##### 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 IX

##### AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights 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 these Articles of Incorporation this 5<sup>th</sup> day of June, 2001.

  
Joseph W. Clark, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED.**

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

That RBE Management, Inc., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 100 North Starcrest Drive, Clearwater, Florida 33765 has named Joseph W. Clark, Esq. 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, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

Dated this 5<sup>th</sup> day of June, 2001.

  
\_\_\_\_\_  
Joseph W. Clark, Esq., Registered Agent

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