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FLORIDA PROFIT CORPORATION OR P.A.

KC-54, INC.

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
KC-54, INC.**

THE UNDERSIGNED, acting as sole incorporator of a corporation to be formed under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

FIRST: The name of the corporation (the "Corporation") is:

KC-54, INC.

SECOND: The initial principal office and mailing address of the Corporation is:

26190 Mira Way  
Bonita Springs, FL 34134

THIRD: The total number of shares of the capital stock which the Corporation shall have the authority to issue shall be seven thousand (7,000) in number, divided into one thousand (1,000) shares of Class A Common Stock having a par value of ten dollars (\$10.00) per share and entitled to vote (hereinafter referred to as "Class A Common Shares"), and six thousand (6,000) shares of Class B non-voting common stock having a par value of ten dollars (\$10.00) per share (hereinafter referred to as "Class B Common Shares"). Par value shall have no effect on the Corporation's capital structure. The Class A Common Shares and the Class B Common Shares shall be subject to the following provisions:

A. The authorized shares of stock of the Corporation shall be as follows:

<u>Class</u>	<u>Par Value Per Share</u>	<u>No. of Shares Authorized</u>
Class A Voting Common	\$10.00	1,000
Class B Non-Voting Common	\$10.00	6,000

B. The preferences, qualifications, limitations, and restrictions in the special or relative rights with respect to each of the above classes of stock shall be as follows:

1. No dividend payable in cash or in any other medium may be declared on either class of shares unless concurrently a dividend is declared on both classes, and any dividend per share on each outstanding Class A Common Share in every instance shall be identical to the amount declared with respect to each outstanding Class B Common Share, and visa versa.

2. No dividend payable in Class B Common Shares may be declared on the Class A Common Shares. No dividend payable in Class A Common Shares may be declared on the Class B Common Shares.

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3. No cash dividend shall be payable with respect to either class unless concurrently a dividend is declared on the shares of the other class then outstanding payable at the same rate per outstanding share of stock.

4. No split-up or other reclassification of the shares of either class into a different number of shares in such class shall be made unless a split-up or other reclassification of the shares of the other class then outstanding is made simultaneously, such that the ratio of authorized Class A shares to authorized Class B shares remains consistent with the ratio established in paragraph A or this Article.

5. Any cash dividends payable with respect to either class of stock shall be payable with respect to the same record date and with respect to the same declaration date as any dividends paid with respect to the other class then outstanding, i.e., no cash dividend shall be paid so as to create any preference as to time of the record date and/or declaration date and/or payment date thereof between the classes of stock then outstanding.

6. In the event of any dissolution, liquidation, or winding up of the Corporation, whether voluntary or involuntary, after the debts and liabilities of the Corporation have been paid, the remaining assets shall be delivered and distributed to the holders of the Class A Common Shares and Class B Common Shares and the amount payable on account of each share of stock shall be identical to the amount payable on account of each share of stock shall be identical to the amount payable with respect to each other share of stock, regardless of class. In other words, the liquidating distribution or dividend per share shall be identical for each of the then outstanding Class A Common Shares and the then outstanding Class B Common Shares.

7. Nothing in these Articles shall be construed as affecting or limiting the Corporation's right to restrict the circumstances under which a shareholder may own shares of stock (e.g., pursuant to a restricted stock option plan, a shareholder's agreement, or the like).

C. The Corporation shall not amend these Articles of Incorporation to authorize any increase in the number of shares which can be sold by this Corporation unless at least two-thirds (2/3) of the then outstanding Class A Common Shares and at least two-thirds (2/3) of the then outstanding Class B Common Shares approve any such amendment. Furthermore, without the written consent of holders of at least two-thirds (2/3) of the then outstanding Class A Common Shares, the Corporation shall not:

1. Amend the Articles of Incorporation so as to create, increase, or decrease the authorized number of or change the designations, preferences, qualifications, limitations, restrictions, or relative rights of the shares of any class; or

2. Merge or consolidate with or into any other corporation or sell, lease, or convey all or substantially all of its property and assets, or voluntarily dissolve, liquidate, or wind up its affairs.

D. No holder of Class A Common Shares shall have any preemptive rights to purchase, subscribe for, or otherwise acquire any Class B Common Shares in the Corporation, whether

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now or hereafter authorized. No holder of any Class B Common Shares shall have any preemptive right to purchase, subscribe for, or otherwise acquire any Class A Common Shares of stock in the Corporation, whether now or hereafter authorized. No holder of Class A Common Shares shall have any preemptive right to purchase, subscribe for, or otherwise acquire any additional Class A Common Shares of stock in the Corporation whether now or hereafter authorized for sale. No holder of any Class B Common Shares shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of Class B Common Stock in the Corporation whether now or hereafter authorized for sale.

E. Except as set forth above in paragraph C of this Articles, the entire voting power of the Corporation shall be vested exclusively in the holders of the Class A Common Shares, who shall be entitled to one (1) vote for each Class A Common Share held of record. The holders of the Class B Non-Voting Common Share(s) shall not have any voting rights by reason of their ownership of any Class B Common Stock except as expressly set forth above in Paragraph C of the Third Article of these Articles of Incorporation. The holders of the Class B Common Shares shall not have any right to any voice in the management of the Corporation.

F. In all elections of directors of the Corporation, each Class A Common Shareholder shall have the right to cast as many votes as shall equal the number of shares held by him or her multiplied by the number of directors to be elected, and her or she may cast all of such votes for a single director or may distribute them among the number of directors to be elected, or any two or more of them, as such shareholder shall see fit.

FOURTH: The street address of the initial registered office of the Corporation is:

3001 Tamiami Trail N., 4th Floor  
Naples, Florida 34103

and the name of the Corporation's initial registered agent at such address is:

CLASP Inc.

FIFTH: The name and address of the sole incorporator of the Corporation is:

Howard M. Hujsa  
c/o Cummings & Lockwood  
3001 Tamiami Trail N., 4th Floor  
Naples, FL 34103

SIXTH: The number of Directors constituting the initial Board of Directors of the Corporation is two (2). The number of Directors may be either increased or decreased from time to time as provided in the Bylaws, but shall never be less than one (1). The names and addresses of the persons to serve as members of the Board of Directors of the Corporation until the first annual meeting of the Shareholders of the Corporation, or until their successors have been elected and qualify, are as follows:

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Douglas C. Mehle  
26190 Mira Way  
Bonita Springs, FL 34134

Lynette J. Mehle  
26190 Mira Way  
Bonita Springs, FL 34134

NOW, THEREFORE, the undersigned, being the sole incorporator hereinbefore named, for the purpose of forming a corporation under the Florida Business Corporation Act has executed these Articles of Incorporation this 26<sup>th</sup> day of June, 2001.

Incorporator

By: Howard M. Hujsa  
Howard M. Hujsa

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

- 1. The name of the corporation is: KC-54, INC.
- 2. The name and address of the registered agent and office is:

CLASP Inc.  
 3001 Tamiami Trail N., 4th Floor  
 Naples, Florida 34103

*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 all statutes 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.*

Registered Agent

CLASP Inc.



Howard M. Hujsa, Vice President

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