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SHEEKS ITTENBACH JOHNSON TRETTIN & CAMPBELL  
Attorneys At Law

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Charles R. Sheeks

John F. Ittenbach

F. Bradford Johnson

Richard T. Trettin

Courtney L. Campbell

November 5, 2001

VIA OVERNIGHT MAIL

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

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-11/06/01--01062--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Maddox Maintenance Company, Inc.

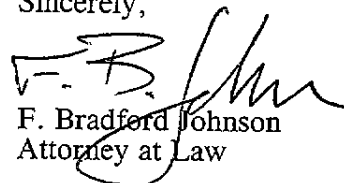
Dear Sir or Madam:

Enclosed please find the original and two (2) copies of the Articles of Incorporation and Designation of Resident Agent for the above-named corporation. Also enclosed is our check for \$70.00 and a self-addressed, posted return envelope for return of the enclosed copies.

If you have any questions regarding this filing, please call the undersigned at (317) 842-5235 or by e-mail at fbj-esq@ix.netcom.com.

Thank you!

Sincerely,

  
F. Bradford Johnson  
Attorney at Law

FBJ/jkv  
Enclosures

cc: Mr. James A. Maddox

C. BLALOCK NOV 6 2001

A Professional Association

6350 North Shadeland Avenue Suite 4 Indianapolis, Indiana 46220 317-842-5235 fax 317-842-5256

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

*of*

**MADDOX MAINTENANCE COMPANY, Inc.**

THE UNDERSIGNED, desiring to form a corporation in accordance with Chapter 607, *Florida Statutes*, 2000, adopts the following Articles of Incorporation:

**ARTICLE I. - NAME**

The name of the corporation is MADDOX MAINTENANCE COMPANY, Inc.

**ARTICLE II. - PURPOSE**

The purpose for which the corporation is organized is maintenance plus such other businesses as determined to be in the best interests of the corporation by the officers, directors, and shareholders.

**ARTICLE III. - CAPITAL STOCK**

The total authorized capital stock of the corporation shall be 100 shares of common stock having no par value.

**ARTICLE IV. - CAPITAL**

The amount of stated capital with which the corporation shall begin business is Five Thousand Dollars (\$5,000.00).

**ARTICLE V. - REGISTERED AGENT AND INITIAL REGISTERED OFFICE**

The address of the initial registered office of the corporation shall be 3277 Sequoyah Circle, Jacksonville, Florida 32259, and the initial Registered Agent at such address will be James A. Maddox. The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

*ARTICLE VI. - INCORPORATOR*

The name and address of the person signing these Articles of Incorporation as the Incorporator is James A. Maddox, 3277 Sequoyah Circle, Jacksonville, Florida 32259.

*ARTICLE VII. - DIRECTORS*

This corporation shall have one (1) director initially. The number of Directors may be increased or diminished from time to time through by-laws adopted by the stockholders, but shall never be less than one (1). The name and address of the first Board of Directors is:

Name:

James A. Maddox

Address:

3277 Sequoyah Circle

Jacksonville, Florida 32259

*ARTICLE VIII. - INTERESTED DIRECTORS AND OFFICERS*

A director or officer of the corporation shall not be disqualified by office from dealing or contraction with the corporation as a vendor, purchaser, employee, agent, or otherwise. No act of the corporation shall be void or voidable or in any way affected by reason of the fact that any director or officer of this corporation also is a member of a firm; an officer, director, shareholder, or trustee of a corporation; a trustee or beneficiary of a trust; or otherwise connected with any other enterprise that is in any way interested in the act. No director or officer shall be accountable or responsible to the corporation for or in respect to any act of the corporation or for any gains or profits directly or indirectly realized by reason of the fact that the director or officer or any firm of which he or she is a member, any corporation of which he or she is an officer, shareholder, director, or trustee; any trust of which he or she is trustee or beneficiary; or other entity with which he or she is connected is interested in the act. The fact that the director or officer, or that the firm, corporation, trust or other entity is interested shall be disclosed or shall have been known to the Board of Directors that authorized or takes

actions in respect to any such transaction; and any interested director may vote to authorize, ratify or approve the action. Any officer of the corporation may take any action within the scope of his or her authority, respecting any act, with like force and effect as if he or she, or any other entity with which he or she is connected, were not interested in the act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceeding, the question of whether a director or officer of the corporation has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary, if there is any, his or her good faith shall be presumed, in the absence of clear and convincing evidence and proof to the contrary.

#### *IX. - INDEMNIFICATION*

The corporation shall indemnify each of its officers, directors, and employees, whether or nor then in office, and his or her heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with, the defense or any pending or threatened action, suit, or proceeding, civil or criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs, and any other costs of a similar nature. The corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined, by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director, or employee:

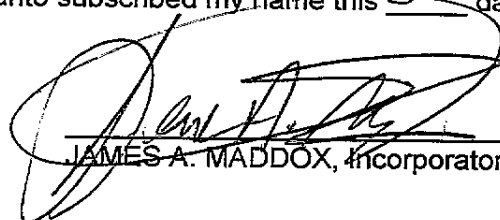
- (A) Was not grossly negligent in his or her duty to the corporation, nor guilty of intentional misconduct in the performance of his or her duties to the corporation;
- (B) Acted in good faith in what he or she reasonably believed to be in the best interest of the corporation; and

(C) In any matter subject to criminal action, suit or proceeding, had reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding shall be entitled to vote at the meeting or to sign the written instrument, and thereby, be counted for all purposes in determining a majority of the Board of Directors.

Any officer, director, or employee who is entitled to indemnification from the corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case, service may be made on any other officer of the corporation). If the Board of Directors does not within ninety (90) days after service of the written demand, determine that the officer, director, or employee is entitled to indemnification, the officer, director, or employee may, within one hundred and twenty (120) days following the date of service of the demand, apply to a court of general jurisdiction in the county in which the corporation maintains its principal office, to consider the matters referred to in subparagraphs (A), (B), and (C) of the above paragraph. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

IN WITNESS WHEREOF, I have hereunto subscribed my name this 5<sup>TH</sup> day of NOVEMBER, 2001.

  
JAMES A. MADDOX, Incorporator

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
SERVICE OF PROCESS WITHIN THIS STATE AND NAMED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, *Florida Statutes*, 2000, the following is submitted in compliance with said Act:

MADDOX MAINTENANCE COMPANY, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 3277 Sequoyah Circle, Jacksonville, Florida 32259, with James A. Maddox as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

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

  
JAMES A. MADDOX  
Registered Agent

DATED this the 5<sup>TH</sup> day of NOVEMBER, 2001.