

P02000037037

CT CORPORATION

CORPORATION(S) NAME

CHB Acquisition Florida Corp.

2002 APR -4 PM 3:49
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

☒ Profit Articles

☐ Amendment

☐ Merger

☐ Nonprofit

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Reinstatement

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ LLC

☐ Name Registration

☐ Change of RA

☐ Fictitious Name

☐ UCC

☐ Certified Copy

☐ Photocopies

☐ CUS

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660 East Jefferson Street
Tallahassee, FL 32301
Tel. 850 222 1092
Fax 850 222 7615

A CCH LEGAL INFORMATION SERVICES COMPANY

18 4/4/02

**STATE OF FLORIDA
ARTICLES OF INCORPORATION**

In compliance with Chapter 607, F.S. (Profit)

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**ARTICLE I
Name**

The name of the corporation shall be **CHB Acquisition Florida Corp.**

**ARTICLE II
Principal Office**

The principal place of business/mailling address is Highway 100 East, Lake City, Florida 32025.

**ARTICLE III
Purpose**

The purpose or purposes for which the corporation is organized is to engage in any activity within the purposes for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
Shares**

The total number of authorized shares of stock is 60,000 shares of Common Stock. Each share is entitled to one vote on all matters submitted to the shareholders of the corporation, and each share shall have all the share rights and preferences as each other share.

**ARTICLE V
Registered Agent**

The name and Florida street address of the registered agent is CT Corporation System, 1200 S. Pine Island Road, Plantation, Florida 33324.

**ARTICLE VI
Incorporator**

The name and address of the incorporator is as follows:

Tauny L. Histed
Dykema Gossett PLLC
124 W. Allegan Street, Suite 800
Lansing, MI 48933

ARTICLE VII

Limitation of Director Liability

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, provided that the foregoing shall not eliminate or limit the liability of a director for any of the following:

- (a) breach of the director's duty of loyalty to the corporation or its shareholders;
- (b) acts or omissions not in good faith or that involve intentional misconduct or knowing violation of law;
- (c) any vote for or assent to an unlawful distribution to shareholders as prohibited under the Florida Business Corporation Act; or
- (d) a transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination of limitation of the liability of directors, the liability of a director of the corporation, in addition to the limitation on personal liability contained herein, shall be limited to the fullest extent permitted by the amended Florida Business Corporation Act as so amended.

No amendment or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any director of the corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

ARTICLE VIII

Corporate Action Without Meeting of Shareholders

Any action required or permitted by the Florida Business Corporation Act to be taken at an annual or special meeting of shareholders may be taken without a meeting, without prior notice and without a vote, if a consent in writing, setting forth the action so taken, is signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all shares entitled to vote thereon were present and voted. The written consents shall bear the date of signature of each shareholder who signs the consent. No written consents shall be effective to take the corporate action referred to unless, within sixty (60) days after the record date for determining shareholders entitled to express consent to or to dissent from a proposal without a meeting, written consents signed by a sufficient number of shareholders to take the action are delivered to the corporation. Delivery shall be to the corporation's registered office, its principal place of business, or an officer or agent of the corporation having custody of the minutes of the proceedings of its shareholders. Delivery made to a corporation's registered office shall be by hand or by certified or registered mail, return receipt requested.

Prompt notice of the taking of the corporate action without a meeting by less than unanimous written consent shall be given to shareholders who would have been entitled to notice

of the shareholder meeting if the action had been taken at a meeting and who have not consented in writing.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: April 3, 2002

Connie Bryan
CT Corporation System, Registered Agent
CONNIE BRYAN
SPECIAL ASSISTANT SECRETARY

Tauny L. Histed
Tauny L. Histed, Incorporator

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