

PO2000090114

PETERSON & MYERS, P.A.

ATTORNEYS AT LAW

J. HARDIN PETERSON, SR. (1894-1978)
MICHAEL W. CREWS (1941-1991)

M. DAVID ALEXANDER, III
PHILIP O. ALLEN
JACK P. BRANDON
DEBRA L. CLINE
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BEN H. DARBY, JR.
JACOB C. DYKXHOORN
MICHAEL T. GALLAHER
JOSEPH A. GEARY
DAVID E. GRISHAM
CHRISTY F. HARRIS
JOHN D. HOPPE

P.O. BOX 24628
LAKELAND, FLORIDA 33802-4628

HERITAGE PLAZA
225 EAST LEMON STREET, SUITE 300
LAKELAND, FLORIDA 33801
(863) 683-6511 OR (863) 676-6934
FAX (863) 682-8031

www.PetersonMyers.com

LAKE WALES
(863) 676-7611 OR (863) 683-8942
FAX (863) 676-0643

WINTER HAVEN
(863) 294-3360
FAX (863) 299-5498

DENNIS P. JOHNSON
KRISTEN B. KIEFFER
KEVIN C. KNOWLTON
CEDRIC E. LEWIS
DOUGLAS A. LOCKWOOD, III
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ANDREA TEVES SMITH
KEITH H. WADSWORTH
KERRY M. WILSON

Lakeland

August 6, 2002

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

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*****78.75 *****78.75

Re: Lakeland Regional Educational Productions, Inc.

Enclosed for filing are two original Articles of Incorporation of Lakeland Regional Educational Productions, Inc.

Please return a certified copy of Articles to the above Lakeland address. Also enclosed is our check in the amount of \$78.75 for the filing fee and for certification.

Thank you for your assistance and if you have any questions, please contact Jan Crosetti at 863-683-6511.

Sincerely,


Robert E. Puterbaugh

REP:jc
Enclosures

EFFECTIVE DATE
8-15-02

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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8-15-02

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

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OF

LAKELAND REGIONAL EDUCATIONAL PRODUCTIONS, INC.

The undersigned hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida: —

ARTICLE I - Name

The name of the corporation is Lakeland Regional Educational Productions, Inc. —

ARTICLE II - Principal Office
and Mailing Address of the Corporation

The address of the principal office of the corporation is 1324 Lakeland Hills Blvd, Lakeland, Florida 33801 and its mailing address is P. O. Box 95448, Lakeland, Florida 33804.

ARTICLE III - Commencement and Duration

The corporation is to commence its corporate existence effective August 15, 2002, and shall exist perpetually thereafter until dissolved according to law. —

ARTICLE IV - Purpose

The corporation is organized for the purpose of transacting any and all lawful business. —

ARTICLE V - Stock

The corporation is authorized to issue One Hundred (100) shares of \$1.00 par value common stock, which shares shall be a single class. —

ARTICLE VI - Preemptive Rights

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price offered to others, a pro rata portion of any stock of any class that the corporation may issue or sell, whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof.

ARTICLE VII - Board of Directors

All corporate powers shall be exercised by and under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors.

The corporation shall have two directors initially. The number of directors may thereafter be increased or decreased from time to time in accordance with the bylaws of the corporation.

The name and street address of the initial directors who shall hold office until his successors, who shall be chosen at the first meeting of the stockholders have qualified, shall be:

<u>Name</u>	<u>Business Address</u>
Jack T. Stephens	1324 Lakeland Hills Blvd. Lakeland, FL 33801
Paul A. Powers	1324 Lakeland Hills Blvd. Lakeland, FL 33801

ARTICLE VIII - Indemnification

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

ARTICLE IX - Bylaws

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, but the board of directors may not alter, amend, or repeal any bylaws adopted by the shareholders if the shareholders provide that the bylaws shall not be altered, amended, or repealed by the board of directors.

ARTICLE X - Amendment

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

ARTICLE XI - Incorporator

The name and address of the Incorporator to these articles of incorporation are:

<u>Name</u>	<u>Address</u>
Robert E. Puterbaugh	P. O. Box 24628 Lakeland, Florida 33802-4628

ARTICLE XII - Initial Registered Office and Agent

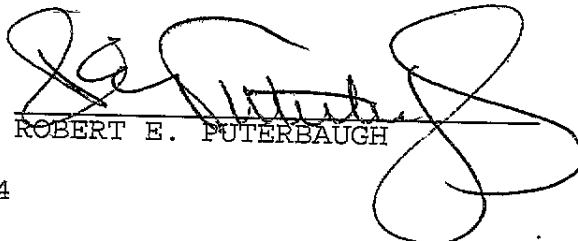
The street address of the initial registered office of the corporation is 1324 Lakeland Hills Blvd, Lakeland, Florida 33801 and the name of the initial registered agent of the corporation at that address is Jack T. Stephens.

ARTICLE XIII - Dissolution

Upon dissolution of this Corporation, if Lakeland Regional Health Systems, Inc., a Florida non-profit corporation, is a stockholder in this Corporation, all of Lakeland Regional Health Systems, Inc.'s interest in this Corporation shall revert to Lakeland Regional Health Systems, Inc.. Upon the termination of the Lease and Transfer Agreement between Lakeland Regional Medical Center, Inc. and the City of Lakeland, or the termination of any renewal or extension thereof, all of Lakeland Regional Health Systems, Inc.'s interest in this Corporation shall be distributed to the City of Lakeland to be used exclusively for a public purpose and this Corporation shall be dissolved, and none of Lakeland Regional Health Systems, Inc.'s interest in this Corporation will be distributed upon such termination to Lakeland Regional Health Systems, Inc. The City of Lakeland shall have the authority to compel the Corporation's compliance with this Article.

ARTICLE IV - Certification

I, the undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby form this Corporation for profit under the laws of the State of Florida, and do make and file this certificate hereby declaring and certifying that the facts set forth herein are true and have accordingly set my hand and seal at Lakeland, Florida this 2nd day of August, 2002.


ROBERT E. PUTERBAUGH

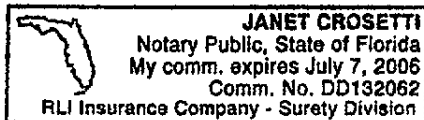
STATE OF FLORIDA
COUNTY OF POLK

Before me, the undersigned authority, an officer duly authorized to administer oaths and take acknowledgments, personally appeared Robert E. Puterbaugh who is personally known to me or ~~who has produced~~ n/a as identification.

WITNESS my hand and official seal this 2 day of August, 2002, at Lakeland, Florida.

(NOTARIAL SEAL)

Janet Crosetti
Notary Public
State of Florida at Large
My Commission Expires:



To: The Department of State
Tallahassee, Florida 32304

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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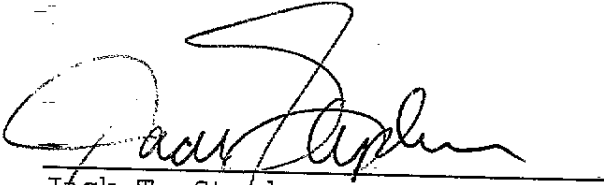
CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

Lakeland Regional Educational Productions, Inc., with its place of business at 1324 Lakeland Hills Blvd., Lakeland, Florida 33801, has named Jack T. Stephens, located at 1324 Lakeland Hills Blvd., Lakeland, Florida 33801, as its agent to accept service of process within Florida.

Having been named to accept service of process for the above-stated corporation at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Chapter 607 of the Florida General Corporation Act.

Dated August 2nd, 2002.


Jack T. Stephens
Registered Agent