



1700 PNC PLAZA  
500 WEST JEFFERSON STREET  
LOUISVILLE, KENTUCKY 40202-2874  
(502) 582-1601  
FAX (502) 581-9564

JONDA M. GAUDIN

DIRECT DIAL (502) 560-4231  
DIRECT FAX (502) 627-8764

jgaudin@ogdenlaw.com

PO2000094254

August 27, 2002

FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations  
Attn: Dale White  
409 E. Gaines St.  
Tallahassee, FL 32399

FILED  
02 AUG 29 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Re: **Ten Broeck Management, Inc.**  
Our File No: 20164/62

300007401493--4  
-08/29/02--01001--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Ms. White:

Thank you so much for your help this morning and agreeing to accept our filing even though the agent consent is a copy. Enclosed is an original and two conformed copies of the Articles of Incorporation for the above entity.

Next, enclosed is a check, payable to the Florida Department of State, for \$78.75 to cover the cost of the filing. Please return the file-stamped copies to me in the enclosed self-addressed envelope.

Thank you for your assistance. If you have any questions, please call.

Yours very truly,

Jonda M. Gaudin  
Paralegal

Enclosures  
cc: Scott W. Brinkman

255398.1

8.30-02  
JG  
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**ARTICLES OF INCORPORATION  
OF  
TEN BROECK MANAGEMENT, INC.**

**FILED**

**02 AUG 29 AM 9:57**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned, acting as incorporator of a corporation under the laws of the State of Florida (the "Act"), adopts the following Articles of Incorporation for such corporation.

**ARTICLE I**

**Name**

The name of the Corporation shall be Ten Broeck Management, Inc.

**ARTICLE II**

**Duration**

The duration of the Corporation shall be perpetual. This Corporation shall begin its corporate existence as of the date that these Articles are filed with the Secretary of State of Florida.

**ARTICLE III**

**Purposes**

The purposes of the Corporation shall be to transact any and all lawful business for which corporations may be incorporated under the Act.

**ARTICLE IV**

**Authorized Shares**

The aggregate number of shares of stock of all classes which the Corporation has authority to issue is Two Thousand (2,000) shares, which are divided into two classes of One Thousand (1,000) shares of Class A (voting) Common Stock and One Thousand (1,000) shares of Class B (non-voting) Common Stock. Class A and Class B have identical rights and privileges, including identical rights to distributions, except in a situation of a distribution of securities of another business entity by the Corporation to the Shareholders, in which voting securities shall be distributed with respect to the Class A Stock and non-voting securities shall be distributed with respect to the Class B Stock. Except as otherwise required by the Act, Class B shares have no voting rights.

## **ARTICLE V**

### **Preemptive Rights**

The holders of the Common Shares of the Corporation shall have a preemptive right (to be granted on such uniform terms and conditions as shall be prescribed by the Board of Directors) to acquire unissued shares of the Corporation or securities of the Corporation convertible into or carrying a right to subscribe to or acquire such shares, including, without limitation, such unissued shares or securities otherwise proposed to be issued (i) for money, (ii) as compensation to directors, officers, agents or employees of the Corporation or any subsidiary or affiliate, (iii) in satisfaction of conversion or option rights, (iv) within six (6) months from the date of incorporation of the Corporation, or (v) for consideration other than money.

## **ARTICLE VI**

### **Board of Directors**

The affairs of the Corporation shall be managed and conducted by a Board of Directors. The number of directors shall be determined in the manner prescribed from time to time by the Bylaws of the Corporation.

## **ARTICLE VII**

### **Registered Office; Registered Agent**

The street address of the registered office of the Corporation is 603 Main Street, P.O. Box 1100, Windermere, Florida 34786 and the name of the registered agent at such address is Kevin Barkman.

## **ARTICLE VIII**

### **Principal Office**

The mailing address of the principal office of the Corporation is 603 Main Street, P.O. Box 1100, Windermere, Florida 34786.

## **ARTICLE IX**

### **Indemnification and Insurance**

A. Right to Indemnification. Each person who was or is made a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (hereinafter a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture,

trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, shall be indemnified and held harmless by the Corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment), against all expense, liability and loss (including attorneys' fees, judgments, fines, ERISA excise taxes or penalties and amounts paid or to be paid in settlement) reasonably incurred or suffered by such person in connection therewith, and such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph B hereof, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding ( or part thereof) initiated by such person only if such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph A of Article IX shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition; provided, however; that, if the Act requires, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of a proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it shall ultimately be determined that such director or officer is not entitled to be indemnified under this section or otherwise. The Corporation may, by action of its Board of Directors, provide indemnification to employees and agents of the Corporation with the same scope and effect as the foregoing indemnification of directors and officers.

**B. Right of Claimant to Bring Suit.** If a claim under paragraph A of this Article IX is not paid in full by the Corporation within 30 days after a written claim has been received by the Corporation, the claimant may, at any time thereafter, bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its formal disposition where the required undertaking, if any is required, has been tendered to the Corporation) that the claimant has not met the standard of conduct which makes it permissible under the Act for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counselor its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Act, nor an actual determination by the Corporation (including its Board of Directors, independent legal counselor its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

C. Non-Exclusivity of Rights. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article IX shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaw, agreement, vote of shareholders or disinterested directors or otherwise.

D. Insurance. The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the Act.

## **ARTICLE X**

### **Limitation on Director Liability**

A. Scope of Limitation. A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; (iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under Act; or (iv) relates to a transaction from which the director derives an improper personal benefit.

B. Amendment of Act. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended, and without the necessity for further shareholder action in respect thereof. This provision shall not apply to amendments that extend or increase the personal liability of a director, which may only be adopted by a formal amendment of these Articles.

C. Repeal or Modification. Any repeal or modification of this Article X by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

## **ARTICLE XI**

### **Shareholder Action by Written Consent**

Any action, except the election of directors, required or permitted to be taken at a shareholders' meeting may be taken without a meeting if the action is taken by shareholders representing not less than a majority of the votes entitled to be cast. Any such action must be evidenced by one or more written consents (1) describing the action taken, (2) signed by the shareholders taking the action, and (3) delivered to the Corporation for inclusion in the minutes

or filing with the corporate records. Prompt notice of any action taken by shareholders without a meeting by less than unanimous written consent shall be given to those shareholders entitled to vote on the action who have not consented in writing.

## ARTICLE XII

### Limited Liability of Shareholders

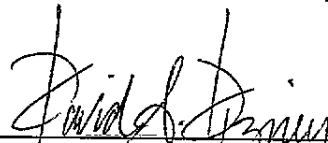
The private property of the shareholders shall not be subject to the payment of the debts of the Corporation.

## ARTICLE XIII


### Incorporator

David A. Dizney, whose address is 603 Main Street, P.O. Box 1100, Windermere, Florida 34786 is the sole incorporator of the Corporation.

IN TESTIMONY WHEREOF, witness the signature of the incorporator of the Corporation this 26<sup>th</sup> day of August, 2002.

  
\_\_\_\_\_  
David A. Dizney, Incorporator

This instrument prepared by:

  
\_\_\_\_\_  
Scott W. Brinkman, Esq.  
Ogden Newell & Welch PLLC  
1700 PNC Plaza  
500 W. Jefferson Street  
Louisville, Kentucky 40202  
(502) 582-1601

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02 AUG 29 AM 9:57

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF THE FLORIDA STATUTES, THE  
UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT TO  
DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE  
OF FLORIDA.

1. The name of the corporation is:


Ten Broeck Management, Inc.

2. The name and the Florida street address of the registered agent are:

Kevin Barkman  
603 Main Street  
Windermere, Florida 34786

*Having been named as registered agent and to accept service of process for the  
above stated corporation at the place designated in this certificate, the undersigned  
hereby accepts the appointment as registered agent and agrees to act in this capacity.*

*The undersigned further agrees to comply with the provisions of all statutes  
relating to the proper and complete performance of its duties, and is familiar with and  
accepts the obligations of its position as registered agent.*

  
Kevin Barkman