

PO2000109124

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H02000210009 5)))

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:  
Division of Corporations  
Fax Number : (850) 205-0381

From:  
Account Name : CORPORATION SERVICE COMPANY / SAL  
Account Number : 120000000195  
Phone : (850) 521-1000  
Fax Number : (850) 521-1030

**FLORIDA PROFIT CORPORATION OR P.A.**

**WLD DAYTONA PARTNERS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

FILED  
02 OCT -9 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Bm 10/9

H02000210009 5

**ARTICLES OF INCORPORATION  
OF  
WLD DAYTONA PARTNERS, INC.**

FILED  
02 OCT -9 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the Corporation is WLD Daytona Partners, Inc. and the address of the principal office and the mailing office of the Corporation is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

**ARTICLE II**

**Purposes**

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, as amended.

**ARTICLE III**

**Registered Agent and Office**

The address of the initial registered office of the Corporation is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301, and the name of the initial registered agent at such office is David W. Horvitz.

**ARTICLE IV**

**Capital Stock**

The Corporation shall have authority to issue a total of 1,000 shares of common stock, \$.01 par value per share.

**ARTICLE V**

**Bylaw Amendment**

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make,

H02000210009 5

alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Articles of Incorporation. The shareholders of the Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

#### ARTICLE VI

##### Keeping of Books

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

#### ARTICLE VII

##### Directors

The Corporation's Board of Directors shall consist of not fewer than one (1) nor more than five (5) directors, and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided the Bylaws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

David W. Horvitz  
450 East Las Olas Boulevard  
Suite 900, Fort Lauderdale, Florida 33301

Linda H. Roth  
450 East Las Olas Boulevard  
Suite 900, Fort Lauderdale, Florida 33301

#### ARTICLE VIII

##### Incorporator

The name of the Incorporator is David W. Horvitz and the address of the Incorporator is 450 East Las Olas Boulevard, Suite 900, Fort Lauderdale, Florida 33301.

#### ARTICLE IX

##### Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability

H02000210009 5

(i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the fullest extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any officer or director, or any former officer or director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

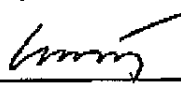
Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

## ARTICLE X

### Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the Incorporator named above, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act of the State of Florida has signed these Articles of Incorporation this 8<sup>th</sup> day of October, 2002, and affirm that the statements made herein are true under the penalties of perjury.

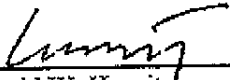
  
\_\_\_\_\_  
David W. Horvitz, Incorporator

H02000210009 5

H02000210009 5

**ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT**

The undersigned, having been named the Registered Agent of WLD Daytona Partners, Inc., hereby accepts such designation and is familiar with, and accepts, the obligations of such position, as provided in Florida Statutes §607.0505.

  
\_\_\_\_\_  
David W. HorvitzDated: October 8, 2002

FILED  
02 OCT -9 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA