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## The Resolution Law Group, plc

November 22, 2002

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

Dear Sir/Madam:

Enclosed for filing with your office is an original and one copy of Articles of Incorporation for Private Idaho, Inc., along with a check in the amount of \$78.75 for the filing fee, registered agent designation fee and the cost of a certified copy of the certificate of Incorporation to be returned to our offices.

Please contact me should anything further be required.

Sincerely,

Zathryn T/ Harris

Cc: F. W. Toub encl.

1749 Old Meadow Road Suite 300 McLean, Virginia 22102

tel: 703.760.4000

fax: 703.748.3121

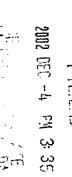
www.resolutionlaw.com

#### ARTICLES OF INCORPORATION

#### OF

### PRIVATE IDAHO, INC.

(Pursuant to Chapter 607, F.S. For Profit)



- 1. Name: The name of the corporation shall be: Private Idaho, Inc.
- Principal Office: The principal place of business and mailing address of the 2. corporation is:

501 Live Oak Street New Smyrna Beach, FL 32168

- 3. Purpose: The nature of the business or purposes for which it is being conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act ("Act").
- The total number of shares of stock which the corporation shall have authority to 4. issue is One Thousand (1,000), all of which shall be common.
- The name and Florida street address of the registered agent of the corporation is: 5.

F. Warren Toub 501 Live Oak Street New Smyrna Beach, FL 32168

The name and mailing address of the incorporator is as follows: б.

Name

Mailing Address

Kathryn T. Harris

The Resolution Law Group, plc 1749 Old Meadow Road Suite 300 McLean, VA. 22102

In furtherance of and not in limitation of the powers conferred by statute, the

7. board of directors is expressly authorized to make, alter or repeal the by-laws of the corporation.

- 8. Elections of directors need not be by written ballot unless the by-laws of the corporation so provide. Meeting of stockholders may be held within or without the State of Florida, as the by-laws may provide. The books of the corporation may be kept, subject to any provision contained in the statutes, outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the by-laws of the corporation.
- 9. A director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director's duty of loyalty to the corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (d) for any transaction from which the director derived any improper personal benefit; or (e) for any other act or omission proscribed by the Section 607.08401 of the Act.

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.

ignature/Registered Agent

nature/Incorporator

Date

I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, do make this Certificate, hereby declaring that the facts herein stated are true.

11-21-02