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**CT CORPORATION**

April 25, 2003

Secretary of State, Florida  
409 East Gaines Street  
Tallahassee FL 32399

Re: Order #: 5838200 SO  
Customer Reference 1:  
Customer Reference 2:

Dear Secretary of State, Florida:

Please file the attached:

XLC Services of Jacksonville, Inc. (FL)  
Incorporation  
Florida

XLC Services of Jacksonville, Inc. (FL)  
Certificate of Status/Authorization-Domestic  
Florida

Enclosed please find a check for the requisite fees. Please return evidence of filing(s) to my attention.

If for any reason the enclosed cannot be filed upon receipt, please contact me immediately at  
(850) 222-1092. Thank you very much for your help.

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

**CT CORPORATION**

Sincerely,

*Katrina Forsman*

Katrina Forsman  
Fulfillment Specialist  
Katrina\_Forsman@cch-lis.com

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

A CCH LEGAL INFORMATION SERVICES COMPANY

03 APR 25 AM 10:57  
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FBI - JACKSONVILLE

## ARTICLES OF INCORPORATION

OF

### XLC SERVICES OF JACKSONVILLE, INC.

The undersigned, for the purpose of forming a limited liability company pursuant to and by virtue of Chapter 608 of the Florida Statutes, hereby adopts and executes the following Articles of Incorporation.

#### ARTICLE I NAME

The name of the corporation shall be "XLC Services of Jacksonville, Inc."

#### ARTICLE II PRINCIPAL OFFICE

The street address and mailing address of the principal office in the State of Florida is 1650 Art Museum Drive, Suite 20, Jacksonville, Florida 32207. The corporation may, from time to time, in the manner provided by law, change the principal office within the State of Florida. The corporation may also maintain an office or offices for the conduct of its business, either within or without the State of Florida.

#### ARTICLE III PURPOSE

The purpose for which the Corporation is organized is the transaction of any or all lawful business not required to be specifically stated in the Articles of Incorporation.

#### ARTICLE IV CAPITAL STOCK

Section 1. *Authorized Shares.* The aggregate number of shares which the corporation shall have authority to issue shall consist of two thousand (2,000) shares of common stock, par value \$2.50.

Section 2. *Assessment of Stock.* The capital stock of the corporation, after the amount of the subscription price has been fully paid in, shall not be assessable for any purpose, and no stock issued as fully paid shall ever be assessable or assessed. No stockholder of the corporation is individually liable for the debts or liabilities of the corporation.

## **ARTICLE V DIRECTORS AND OFFICERS**

Section 1. *Number of Directors.* The members of the governing board of the corporation are styled as directors. The board of directors of the corporation shall be elected in such manner as shall be provided in the bylaws of the corporation. The initial board of directors shall consist of at least one (1) and not more than ten (10) individuals. The number of directors may be changed from time to time within this range in such manner as shall be provided in the bylaws of the corporation.

Section 2. *Initial Directors.* The names and street addresses of the individuals constituting the initial board of directors is:

<b>Name and Title</b>	<b>Address</b>
Patricia Foxx President	324 W. Ninth St., Ste. 500 Cincinnati, OH 45202
Delores Young Vice President	324 W. Ninth St., Ste. 500 Cincinnati, OH 45202
David Foxx Secretary	324 W. Ninth St., Ste. 500 Cincinnati, OH 45202

Section 3. *Payment of Expenses.* In addition to any other rights of indemnification permitted by the laws of the State of Florida or as may be provided for by the corporation in its bylaws or by agreement, the expenses of officers and directors incurred in defending a civil or criminal action, suit or proceeding, involving alleged acts or omissions of such officer or director in his or her capacity as an officer or director of the corporation, must be paid, by the corporation or through insurance purchased and maintained by the corporation or through other financial arrangements made by the corporation, as they are incurred and in advance of the final disposition of the action, suit or proceeding, upon receipt of an undertaking by or on behalf of the director or officer to repay the amount if it is ultimately determined by a court of competent jurisdiction that he or she is not entitled to be indemnified by the corporation.

Section 4. *Limitation on Liability.* The liability of directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Statutes. If the Florida Statutes are amended to further eliminate or limit or authorize corporate action to further eliminate or limit the liability of directors or officers, the liability of directors and officers of the corporation shall be eliminated or limited to the fullest extent permitted by the Florida Revised Statutes, as so amended from time to time.

**ARTICLE VI  
REGISTERED AGENT**

1. The undersigned, CT Corporation System, hereby certifies that on the 24<sup>th</sup> day of April, 2003, accepted the appointment as resident agent of the above-referenced corporation.

2. The registered office of the corporation in the State of Florida is located at 1200 S. Pine Island Road, Plantation, FL 33324.

IN WITNESS WHEREOF, I have hereunto set my hand this 24<sup>th</sup> day of April, 2003.

RESIDENT AGENT,

By: /s/ Susan J. Metze  
Susan J. Metze, Asst. Secy.

**ARTICLE VII  
REPEAL AND CONFLICTS**

Any repeal or modification of Section 3 or 4 of Article V above approved by the stockholders of the corporation shall be prospective only, and shall not adversely affect any limitation on the liability of a director or officer of the corporation existing as of the time of such repeal or modification. In the event of any conflict between Section 3 or 4 of Article V and any other Article of the corporation's Articles of Incorporation, the terms and provisions of Sections 3 and/or 4 of Article V shall control.

**ARTICLE VIII  
INCORPORATOR**

The name and post office box or street address of the incorporator signing these Articles of Incorporation is:

Name	Address
Russ Dempsey, Esq.	324 W. Ninth St., Ste. 500 Cincinnati, OH 45202

IN WITNESS WHEREOF, I have executed these Articles of Incorporation this 23rd day of April, 2003.

/s/ Russ Dempsey  
Russ Dempsey, Esq.