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DEPT. OF STATE
CORPORATIONS
TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 072100000032

REFERENCE : 296730 7226307

AUTHORIZATION :

COST LIMIT : \$ 70.00

Patricia Pigato

ORDER DATE : October 27, 2003

ORDER TIME : 3:31 PM

ORDER NO. : 296730-005

CUSTOMER NO: 7226307

CUSTOMER: Mr. Brian K. Waxman
Waxman Property Group

Suite 404
5601 Corporate Way
West Palm Beach, FL 33407

DOMESTIC FILING

NAME: DWKNOTT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Norma Hull - EXT. 1115

EXAMINER'S INITIALS: _____

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**ARTICLES OF INCORPORATION
OF
DWKNOTT, INC.**

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned hereby forms a corporation under the following Charter of Articles of Corporation:

ARTICLE I

The name of the corporation shall be DWKnott, Inc.

ARTICLE II

The principal office and mailing address of the Corporation is 301 Westminster Place, West Palm Beach, Florida 33405.

ARTICLE III

The purpose of the Corporation is to engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE IV

The Corporation shall have the authority to issue 500 shares of common stock with a par value of one dollar (\$1.00) per share.

ARTICLE V

The period of the Corporation's existence is perpetual.

ARTICLE VI

The street address of the initial Registered office of the Corporation is 301 Westminster Place, West Palm Beach, Florida 33405; and the initial Registered Agent of the Corporation at that address is David W. Knott

ARTICLE VII

The number of Directors constituting this Corporation's initial Board of Directors is one (1), whose name and address is as follows:

David W. Knott
301 Westminster Place
West Palm Beach, Florida 33405

ARTICLE VIII

The name and address of the Incorporator is as follows:

David W. Knott
301 Westminster Place
West Palm Beach, Florida 33405

ARTICLE IX

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE X

The Corporation shall indemnify its Officers, Directors and Authorized Agents for all liabilities incurred directly, indirectly or incidentally to services performed for the Corporation, to the fullest extent permitted under Florida law existing now or hereafter enacted.

IN WITNESS WHEREOF, the undersigned Incorporator has made and executed these Articles of Incorporation of DWKnott, Inc. for the uses and purposes aforesaid this 23rd day of October 2003.



David W. Knott

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

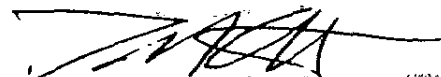
The following is submitted in compliance with Florida Statutes:

First, that DWKnott, Inc. desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 301 Westminster Place, West Palm Beach, Florida 33405, County of Palm Beach, State of Florida, has named David W. Knott of the same address as its Agent to accept Service of Process within this state.

ACKNOWLEDGMENT

Having been named to accept Service of Process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

Dated this 23rd day of October 2003.



David W. Knott, Registered Agent

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