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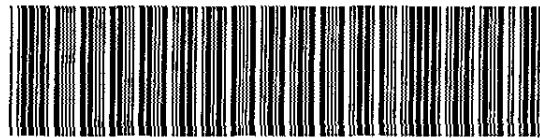
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DEPARTMENT OF STATE  
TALLAHASSEE FLORIDA

*Sher L. Allan*  
*Attorney at Law*  
*731 Oak Avenue*  
*Panama City, Florida 32401*

*Telephone (850) 914-2220*

*Facsimile (850) 914-0822*

February 12, 2004

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

RE: Alan Thompson Holding Corporation  
Senior Benefit Services of Florida, Inc.

Dear Sirs:

Enclosed please find the following for filing as soon as possible:

1. Original and one copy of the Articles of Incorporation and Consent to Serve as Registered Agent for Alan Thompson Holding Corporation;
2. Original and one copy of the Articles of Incorporation and Consent to Serve As Registered Agent for Senior Benefit Services of Florida, Inc.;
3. Check #848 in the amount of \$78.75 for the filing fee and a certified copy of Senior Benefit Services of Florida, Inc.; and
4. Check #849 in the amount of \$78.75 for the filing fee and a certified copy of Alan Thompson Holding Corporation.

Should you have any questions, please do not hesitate to contact me.

Very truly yours,

  
Sher L. Allan

SLA/dmw

Enclosures: as stated

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ARTICLES OF INCORPORATION  
OF  
SENIOR BENEFIT SERVICES OF FLORIDA, INC. 2004 FEB 13 AM 4:56

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

The name of the corporation is SENIOR BENEFIT SERVICES OF FLORIDA, INC. 803 Jenks Avenue  
Panama City, FL 32401

ARTICLE II

The corporation shall have the power to engage in any lawful activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE III

The duration of the corporation shall be perpetual.

ARTICLE IV

The aggregate number of shares that the corporation shall have authority to issue is:

- A. 100 shares of common stock.
- B. 100 shares of preferred stock.

The board of directors of the corporation shall have the authority to divide the preferred stock into as many series as it shall from time to time determine. The board of directors shall determine the number of shares comprising each series of preferred stock, which number may, unless otherwise provided by the board of directors in creating such series, be increased from time to time by action of the board of directors. Each series of preferred stock shall be so designated as to distinguish such series from the shares of each other series. All series of preferred stock shall be of equal rank and have the same powers, preferences and rights, and shall be subject to the same qualifications, limitations and restrictions, without distinction between the shares of different series thereof; provided, however, that there may be variations among different series of preferred stock as to dividend rates, prices, terms, conditions of redemption, if any, liquidation rights, and terms and conditions of conversion, if any, which variations may be fixed and determined by the board of directors in their discretion.

## ARTICLE V

As long as there is more than one class of stock issued and outstanding, the following voting rights shall attach to the shares of the respective classes:

1. Except as otherwise provided herein and as long as there are shares of preferred stock outstanding, each holder of preferred stock shall have one vote for each share held of record on all matters submitted for shareholder approval. As long as there are shares of preferred stock issued and outstanding, the number of directors elected to the board of directors by the holders of preferred stock, voting as a class, shall be no less than one. At each election for directors, the holders of preferred shares shall be entitled to cast votes using the cumulative method of voting for directors.

2. Each holder of common stock shall have one vote for each share held of record on all matters submitted for shareholder approval. The number of directors elected to the board of directors by the holders of common stock, voting as a class, shall be determined by the corporation's bylaws. At each election for directors, the holders of common shares shall be entitled to cast votes using the cumulative method of voting for directors.

3. Except as otherwise provided herein, at any time that there are shares of preferred stock outstanding, consent or affirmative vote of a majority of the outstanding shares of preferred and common stock, each class voting as a class, shall be required to amend the articles of incorporation to:

(A) change the terms and provisions governing the preferred class of stock;

(B) merge the preferred stock and the common stock into a single class of stock;

(C) create a new class of stock which has greater rights on liquidation than the preferred stock; or

(D) increase the authorized number of shares of the preferred class of stock.

4. Except as otherwise provided herein, the consent or affirmative vote of a majority of only the outstanding shares of common stock shall be required to amend the articles of incorporation to:

(A) change the terms and provisions governing any class of stock other than the preferred stock;

(B) create a new class of stock which has lesser rights on liquidation than the preferred stock or, if there are no shares of preferred stock then outstanding, create any new class of stock;

(C) increase the authorized number of shares of any class of stock of the corporation except the class of preferred stock.

5. A director may be removed only by a majority vote of the class entitled to elect that director.

6. Except as otherwise specified herein, the holders of preferred stock and the holders of common stock shall be treated as a single class with the holders of each class entitled to a single vote per share, be it common or preferred. On matters submitted for shareholder approval, a simple majority is required in all other matters not specifically set forth in these articles or by law.

#### ARTICLE VI

The corporation elects to have preemptive rights.

#### ARTICLE VII

The corporation shall indemnify to the fullest extent permitted by the Florida Business Corporation Act any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the corporation), by reason of the fact that the person is or was a director or officer of the corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan of the corporation, or serves or served at the request of the corporation as a director, or as an officer, or as a fiduciary of an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the full extent permitted by the Florida Business Corporation Act.

#### ARTICLE VIII

No director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for conduct as a director; provided that this Article does shall not eliminate the liability of a director for any act or omission for which such elimination of liability is not permitted under the Florida Business Corporation Act.

#### ARTICLE IX

The bylaws of the corporation may be amended by majority vote of either the directors or the shareholders.

#### ARTICLE X

Holders of preferred and common stock are entitled to receive dividends when, as, and if declared by the board of directors out of funds legally available therefore. The board of directors or shareholders may determine that the holders of preferred stock shall have a right to receive dividends in addition to those dividends or before any dividends may be paid to the holders of common stock. This determination shall be made as to the payment of dividends each year for that fiscal year. After payment of those dividends determined, the holders of preferred stock shall not be entitled to further dividends until and unless the holders of common stock shall have received similar dividends. Once the holders of common stock shall have received such cumulative dividends, calculated in the same method as is the preferred stock dividends, all further dividends declared in such calendar year shall be declared on a pro rata basis with shares of common stock and preferred stock treated as a single class.

#### ARTICLE XI

In the case of any liquidation, the holders of preferred stock, if any, shall have a preference. If, after payment of all costs and expenses of liquidation and obligations to creditors, there are assets remaining, the holders of the preferred stock, if any, shall be entitled to first receive \$5.00 per share of preferred stock held plus any accrued but unpaid dividends attributable to such shares. Thereafter, the holders of preferred stock shall not be entitled to any distribution upon the dissolution, liquidation or winding up of the affairs of the corporation.

## ARTICLE XII

The number of directors of the corporation shall be fixed by the bylaws of the corporation. The initial board of directors shall consist of two directors whose name and addresses are as follows:

Alan Thompson, Jr.  
803 Jenks Avenue  
Panama City, Fl. 32401

Catherine K. Thompson  
803 Jenks Avenue  
Panama City, Fl. 32401

## ARTICLE XIII

The initial registered agent of the corporation is Alan Thompson, Jr. The street address of the corporation's initial registered office is 803 Jenks Avenue, Panama City, Fl. 32401.

## ARTICLE XIV

The name and address of the incorporators of the corporation are Alan Thompson, Jr. and Catherine K. Thompson, 803 Jenks Avenue, Panama City, Fl. 32401.

In Witness Whereof, the undersigned being all of the incorporators of said corporation execute these article of incorporation and verify, subject to penalties of perjury, that the statements contained herein are true.

Dated:

  
\_\_\_\_\_  
Alan Thompson, Jr. Incorporator

Dated:

  
\_\_\_\_\_  
Catherine K. Thompson, Incorporator



CONSENT TO SERVE AS REGISTERED AGENT

I, Alan Thompson, Jr., hereby consent to serve as Registered Agent in the state of Florida, for Senior Benefit Services of Florida, Inc., a Florida corporation.

I understand that as agent it will be my responsibility to accept and forward service of process and all mail to the corporation. In the event of my resignation or of any change in the Registered Office address, I will notify the Secretary of State immediately.

Date:

Alan Thompson Jr.  
Signature of Registered Agent

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