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JAMES W. MARTIN, P.A.

PAGE 01/04

Division of Corporations

Page 1 of 1

((H04000100656 3))

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

**Rising Covey, Inc.**

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ARTICLES OF INCORPORATION  
OF  
RISING COVEY, INC.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name. The name of the Corporation shall be: RISING COVEY, INC.

Article 2. Address. The address of the principal office of the Corporation is 3901 - 16th Street North, St. Petersburg, Florida 33703, and the mailing address of the Corporation is P.O. Box 22098, St. Petersburg, Florida 33742-2098.

Article 3. Authorized Shares. The Corporation is authorized to issue one class of shares, which shall be called common shares. Common shares shall have unlimited voting rights and shall be entitled to receive the net assets of the Corporation upon dissolution. The Corporation is authorized to issue 1,000 common shares. Such shares shall have a par value of One Dollar (\$1.00) per share.

Article 4. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 3901 - 16th Street North, St. Petersburg, Florida 33703, and the name of its initial Registered Agent at that address is STEPHEN T. CUNNINGHAM.

Article 5. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows: STEPHEN T. CUNNINGHAM, 3901 - 16th Street North, St. Petersburg, Florida 33703, and MARK J. REDER, 3901 - 16th Street North, St. Petersburg, Florida 33703.

Article 6. Incorporators. The name and address of each Incorporator is as follows: STEPHEN T. CUNNINGHAM, 3901 - 16th Street North, St. Petersburg, Florida 33703.

Article 7. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

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Article 8. Shareholders' Preemptive Rights. The Corporation elects to have preemptive rights, pursuant to Section 607.0630, Florida Statutes, as amended from time to time.

Article 9. Share Transfer Restrictions. Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

| <u>Shareholder</u>  | <u>Number of Shares</u> |
|---|-------------------------|
| STEPHEN T. CUNNINGHAM and<br>MONICA L. CUNNINGHAM,<br>husband and wife,<br>as tenants by the entirety | 500                     |
| MARK J. REDER and<br>BARBARA M. REDER,<br>husband and wife,<br>as tenants by the entirety             | 500                     |

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

Article 10. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 11. Bylaws. The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 12. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is May 7, 2004.

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(((H04000100656 3)))

Article 13. Purposes. The purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act and other incorporation laws of the State of Florida. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 7<sup>th</sup> day of May, 2004.

  
STEPHEN T. CUNNINGHAM

ACCEPTANCE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
STEPHEN T. CUNNINGHAM

Date: 7 May, 2004

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