

PD4000169694

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

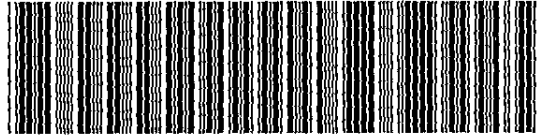
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



300042985573

FILED  
04 DEC 17 PM 12:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

12/17/04--01047--023 \*\*137.50

RECEIVED  
04 DEC 17 PM 11:56  
U.S. DEPT. OF COMMERCE  
BUREAU OF ECONOMIC ANALYSIS  
WASHINGTON, D.C. 20540

EFFECTIVE DATE  
7-6-88

C.J. 12/15

CORP DIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 12/17/04

REF. #: 0687.32961

CORP. NAME: PHILLIP'S PARTNERS, INC.

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION       | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT                   | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION           | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT                   | <input type="checkbox"/> MERGER                 | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION     |   |  |
| <input checked="" type="checkbox"/> OTHER: DOMESTICATION |   |  |

STATE FEES PREPAID WITH CHECK# 510757 FOR \$ 137.50

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |   |   |   |
|---|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input checked="" type="checkbox"/> CERTIFICATE OF STATUS |   |   |

Examiner's Initials

**CERTIFICATE OF DOMESTICATION**  
**OF**  
**PHILLIP'S PARTNERS, INC.**

---

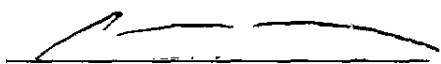
FILED  
04 DEC 17 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1801 of the Florida Business Corporation Act, this Certificate of Domestication for Phillip's Partners, Inc. ("Corporation") provides as follows:

1. The date on which this Corporation was first formed, incorporated or otherwise came into being was July 6, 1988 and the jurisdiction where the Corporation was first formed, incorporated or otherwise came into being was the state of Iowa.
2. The name of the Corporation immediately prior to the filing of this Certificate of Domestication is Phillip's Partners, Inc.
3. The name of the Corporation as set forth in its Articles of Incorporation being filed with the Florida Department of State contemporaneously with the filing of this Certificate of Domestication is "Phillip's Partners, Inc."
4. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation immediately prior to the filing of this Certificate of Domestication is the state of Iowa.

**IN WITNESS WHEREOF**, this Certificate of Domestication has been executed on behalf of the Corporation by its duly authorized President on December 16, 2004.

Phillip's Partners, Inc.

By:   
Name: C. Richard Stark, Jr.  
Title: President

**EFFECTIVE DATE**  
7-6-88

**Articles Of Incorporation**  
**of**  
**Phillip's Partners, Inc.**

FILED  
04 DEC 17 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the Florida Business Corporation Act the undersigned, acting as Incorporator of a corporation, hereby adopts the following Articles Of Incorporation for such Corporation:

The undersigned incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles Of Incorporation.

**Article I**  
**Name**

The name of the Corporation is Phillip's Partners, Inc..

**EFFECTIVE DATE**  
7-6-88

**Article II**  
**Stock**

Section A. Authorized Common Voting Shares. The aggregate number of common voting shares which the Corporation is authorized to issue is 100 shares of \$50.00 par value common voting stock.

1. Voting Rights and Notice. At all meetings of Shareholders, each Shareholder shall be entitled to one vote for each share of common voting stock held by him, which may be cast by the Shareholder in person or by proxy. The holders of common voting shares issued and outstanding, except where otherwise provided by law or by these Articles Of Incorporation, shall have and possess the exclusive right to notice of Shareholders' meetings and the exclusive voting right and power.

2. Dividends. Except where otherwise provided by law or by these Articles Of Incorporation, dividends may be paid on the common voting shares out of any assets at the time legally available therefor. Any dividend so declared shall be distributed among and paid to the holders of the outstanding common voting shares without distinction according to their respective shares.

3. Liquidation. Except where otherwise provided by law or by these Articles Of Incorporation, in the event of the voluntary or involuntary liquidation, dissolution, or winding up of this Corporation, subject to all of the preferential rights of the holders of any preferred shares on distributions or otherwise, the holders of the common voting shares shall be entitled to receive all of the remaining assets of the Corporation and such assets shall be distributed to the holders of the outstanding common voting shares without distinction according to their respective shares.

**Article III**  
**Registered Agent And Office**

The mailing address of the initial Registered Office of the Corporation is 651 South Ocean Boulevard, Boca Raton, Florida 33432, and the name of its initial Registered Agent at such address is C. Richard Stark, Jr..

**Article IV**  
**Principal Office**

The mailing address and the address of the initial principal office of the Corporation is 651 South Ocean Boulevard, Boca Raton, Florida 33432.

**Article V**  
**Incorporator**

The name and address of the Incorporator is:

C. Richard Stark, Jr.  
651 South Ocean Boulevard  
Boca Raton, Florida 33432

**Article VI**  
**Purpose And Power**

*The Corporation shall be formed for any lawful purposes and shall have unlimited power to engage in and to do any lawful act concerning any and all lawful businesses for which corporations may be organized under the Florida Business Corporation Act.*

**Article VII**  
**Directors**

The number of Directors constituting the initial Board of Directors is one. The name and address of the person, who is to serve as Director until the first annual meeting of Shareholders or until its successor is elected and shall qualify, is:

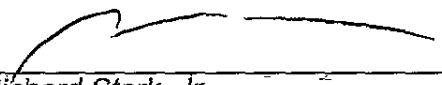
**Name and Address**

C. Richard Stark, Jr.  
651 South Ocean Boulevard  
Boca Raton Florida 33432

After the initial Board of Directors, the Board shall consist of such number of Directors as shall be fixed by the Bylaws of the Corporation.

Each Director shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified, unless removed from office by a majority vote of the Shareholders represented at a special meeting of Shareholders properly called and held in accordance with the Articles Of Incorporation and Bylaws of the Corporation.

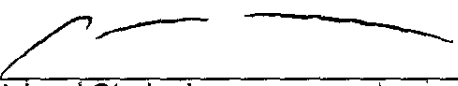
Dated December 16, 2004.

  
\_\_\_\_\_  
C. Richard Stark, Jr.  
Incorporator

**Acceptance**

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.

Dated December 16, 2004.

  
\_\_\_\_\_  
C. Richard Stark, Jr.  
Registered Agent

FILED  
04 DEC 17 PM 12:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA