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2005-5529

# RICHARD R. KOSAN

ATTORNEY AT LAW

112 West Windhorst Road, Brandon, FL 33510



Phone (813) 689-1577

Fax (813) 654-5262

January 25, 2005

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Filing of Articles of Incorporation for *Florida Ranch Reserve,*  
~~RCP~~ South Florida, Inc.

Dear Sir or Madam:

Enclosed is an original and two (2) copies of the Articles of Incorporation to be filed with the State and a check for \$87.50 for the filing fee, certified copies and certificate.

If you have any questions, please advise.

Very truly yours,

Richard R. Kosan, Esq.

RRK/sr  
Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Articles Of Incorporation  
of  
Florida Railcar Repair, Inc.**

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:

**Article I - Name and Address**

The name of the Corporation is Florida Railcar Repair, Inc. The street address of the principal office of the Corporation is 1924 Derby Wood Drive, Brandon, FL 33510.

**Article II - Corporate Existence**

The Corporation's existence shall be perpetual and shall be effective upon the filing of these Articles Of Incorporation with the Florida Department Of State.

**Article III - Stock**

**Section A. Authorized Common Voting Shares.** The aggregate number of common voting shares which the Corporation is authorized to issue is 1,000 shares of no par value common voting stock.

**Section B. First Lien.** The Corporation shall have a first lien upon the shares of any Shareholder for any debt or liability owing by such Shareholder to the Corporation.

**Section C. Transfer of Shares of Indebted Shareholder.** If a Shareholder shall be indebted to the Corporation, the Directors may refuse to consent to a transfer of his or her shares until such indebtedness is paid, provided a copy of this Section or the substance thereof is written or printed upon the share certificates.

**Article IV - Registered Agent And Office**

The address of the initial Registered Office of the Corporation is 112 West Windhorst Road, Brandon, Florida 33510, and the name of its initial Registered Agent at such address is Richard R. Kosan, Esquire

**Article V - Incorporator**

The name and address of the Incorporator is:

Richard R. Kosan, Esq.  
112 West Windhorst Road  
Brandon, Florida 33510

**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.

In connection with the above-mentioned purposes, the Corporation shall have the power to invest its funds in real property and securities, to acquire, own, and dispose of real and personal property, and to do all other acts incidental and necessary to the accomplishment of the foregoing purposes, to the extent permitted under the Florida Business Corporation Act.

**Article VII - Directors**

The number of Directors constituting the initial Board of Directors is one (1). The name and address of the person, who is to serve as Director until the first annual meeting of Shareholders

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or until its successor is elected and shall qualify, is:

Name and Address

Tracie Preston  
1924 Derby Wood Drive  
Brandon, FL 33510

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.

**Article VIII - Committees**

The Board of Directors may designate from its number an Executive Committee and one or more other committees, each to consist of at least one Director, which shall in the intervals between its meetings and to the extent provided by the Bylaws exercise all the powers of the Board of Directors so far as it may lawfully do so in the management of the business and affairs of the Corporation.

**Article IX - Corporate Seal**

This Corporation shall have a corporate seal.

**Article X - Real Estate Documents**

All conveyances and mortgages of and leases relating to real property made by the Corporation shall be executed by the President, and all releases of mortgages, liens, judgments, or other claims that are required by law to be made of record may be executed by any Officer of the Corporation.

**Article XI - Non-Liability Of Directors**

A Director of this Corporation shall not be personally liable to the Corporation or its Shareholders for monetary damages for any action taken, or any failure to take any action, as a Director, except liability for any of the following: (i) the amount of a financial benefit received by a Director to which the Director is not entitled, (ii) an intentional infliction of harm on the Corporation or the Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law. No amendment to or repeal of this Article shall apply to or have any effect on the liability or alleged liability of any Director of the Corporation for or with respect to any acts or omissions of such Director occurring prior to such amendment or repeal. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of Directors for monetary damages to the Corporation or its Shareholders, then the liability of a Director of this Corporation shall be eliminated or limited to the full extent then permitted.

**Article XII - Indemnification Of Directors**

This Corporation shall indemnify a Director of this Corporation, and each Director of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Director, relating to action taken, or any failure to take any action, as a Director of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that

the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Director is not entitled, (ii) an intentional infliction of harm on the Corporation or its Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a Director and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### Article XIII - Indemnification Of Officers

This Corporation shall indemnify a Officer of this Corporation, and each Officer of this Corporation who is serving or who has served, at the request of this Corporation, as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan to the fullest extent possible against expenses, including attorneys' fees, judgments, penalties, fines, settlements and reasonable expenses, actually incurred by such Officer, relating to any action taken, or any failure to take any action, as a Officer of this Corporation or as a director, officer, partner, trustee, employee or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, except that the mandatory indemnification required by this sentence shall not apply for any of the following: (i) receipt of a financial benefit to which the Officer is not entitled, (ii) an intentional infliction of harm on the Corporation or its Shareholders, (iii) a violation of Florida Business Corporation Act, or (iv) an intentional violation of criminal law.

The indemnification provided in this Article shall not be deemed exclusive of any other rights to which a person indemnified may be entitled under any Bylaw, agreement, vote of Shareholders, or disinterested Directors or otherwise, both as to action in the official capacity of such person and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be an Officer and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### Article XIV - Amendment Of Articles Of Incorporation

The Corporation reserves the right to amend, alter, change, or repeal any provisions contained in these Articles Of Incorporation in the manner now or hereafter prescribed by statute and all rights conferred upon Shareholders herein are granted subject to this reservation.

Dated: ~~January 25~~, 2005.

*February 7*

  
Richard R. Kosan, Esq.  
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.

  
(Signature of Registered Agent)

*2-7-05*  
(Date)

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