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Division of Corporations  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**HAINES CITY COMMERCE PARK, INC.**

Certificate of Status	1
Certified Copy	1
Page Count	08
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Electronic Filing Menu

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H05000106758 3

**ARTICLES OF INCORPORATION  
OF  
HAINES CITY COMMERCE PARK, INC.**

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be **HAINES CITY COMMERCE PARK, INC.**, and its principal place of business shall be located at 8700 Southern Breeze Drive, Orlando, Florida 32836.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of signing these articles of incorporation by the incorporator, and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**GENERAL PURPOSE: GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV**

**CAPITAL STOCK**

The total number of shares of all classes of stock which the Corporation is authorized to issue is (i) 500 shares of voting Common Stock, \$1.00 par value per share ("Common Stock"), and (ii) 100,000 shares of nonvoting Preferred Stock, \$1.00 par value per share ("Preferred Stock").

05 APR 28 AM 10:36  
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H05000106758 3

The following is a statement of the designations and the powers, privileges and rights, and the qualifications, limitations or restrictions thereof in respect of each class of capital stock of the Corporation.

A. COMMON STOCK.

1. General. The dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock as set forth below in this Certificate of Amendment.

2. Voting. The holders of the Common Stock are entitled to one vote for each share held at all meetings of stockholders (and written actions in lieu of meetings). There shall be no cumulative voting.

3. Change in Authorized Common Stock. The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of ninety percent (90%) of the Common Stock of the Corporation entitled to vote.

4. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor as and when determined by the Board of Directors but subject to any preferential dividend rights of any then outstanding Preferred Stock.

5. Liquidation. Upon the dissolution or liquidation of the Corporation, whether voluntary or involuntary, holders of Common Stock will be entitled to receive all assets of the Corporation available for distribution to its stockholders, subject to any preferential rights of any then outstanding Preferred Stock.

B. PREFERRED STOCK.

The Preferred Stock shall have the following rights, preferences, powers, privileges and restrictions, qualifications and limitations.

1. Dividends.

H05000106758 3

No dividends shall accrue or be paid on the Preferred Stock. The Corporation shall not declare or pay any cash dividends on shares of Common Stock until all Preferred Stock has been redeemed.

2. Liquidation, Dissolution or Winding Up; Certain Mergers, Consolidations and Asset Sales.

(a) In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Preferred Stock then outstanding shall be entitled to be paid out of the assets of the Corporation available for distribution to its stockholders, before any payment shall be made to the holders of Common Stock, an amount equal to the Par Value of each such share of Preferred Stock. If upon any such liquidation, dissolution or winding up of the Corporation the assets of the Corporation available for distribution to its stockholders shall be insufficient to pay the holders of shares of Preferred Stock the full amount to which they shall be entitled, the holders of shares of Preferred Stock shall share ratably in any distribution of the assets and funds of the Corporation in proportion to the respective amounts which would otherwise be payable in respect of the shares held by them upon such distribution if all amounts payable on or with respect to such shares were paid in full.

(b) After the payment of all preferential amounts required to be paid to the holders of Preferred Stock, upon the dissolution, liquidation or winding up of the Corporation, the holders of shares of Common Stock then outstanding shall be entitled to receive the remaining assets and funds of the Corporation available for distribution to its stockholders.

(c) Any merger or consolidation in which (i) the Corporation is a constituent party or (ii) a subsidiary of the Corporation is a constituent party and the Corporation issues shares of its capital stock pursuant to such merger or consolidation or sale of all or substantially all the assets of the Corporation (in any single or series of related transactions), at the option of the holders of Preferred Stock, shall be deemed to be a liquidation of the Corporation for purposes of this Section 2, and the agreement or plan of merger or consolidation with respect to such merger, consolidation or sale shall provide that the consideration payable to the stockholders of the Corporation (in the case of a merger or consolidation), or consideration payable to the Corporation, together with all other available assets of the

H05000106758 3

Corporation (in the case of an asset sale), shall be distributed to the holders of capital stock of the Corporation in accordance with Subsections 2(a) and 2(b) above. The amount deemed distributed to the holders of Preferred Stock upon any such merger, consolidation or sale shall be the cash or the value of the property, rights or securities distributed to such holders by the Corporation or the acquiring person, firm or other entity. The value of such property, rights or other securities shall be determined in good faith by the Board of Directors of the Corporation.

3. Voting. The Preferred Stock shall have no voting rights.

4. Change in Authorized Preferred Stock. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of ninety percent (90%) of the Common Stock of the Corporation entitled to vote.

5. Waiver. Any of the rights of a holder of Preferred Stock set forth herein may only be waived by the holder of such Preferred Stock.

C. CONSIDERATION FOR ISSUANCE OF STOCK. The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this Corporation shall be located at 8700 Southern Breeze Drive, Orlando, Florida 32836, and the initial registered agent of this Corporation at that address shall be GARRETT KENNY. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

H05000106758 3

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This Corporation shall have one (1) director initially. The number of directors may be increased from time to time by the bylaws. The name and street address of the initial director of this Corporation is:

Garrett Kenny  
8700 Southern Breeze Drive  
Orlando, Florida 32836

**ARTICLE VII**

**INCORPORATOR**

The name and street address of the person signing these articles as incorporator is:

Garrett Kenny  
8700 Southern Breeze Drive  
Orlando, Florida 32836

**ARTICLE VIII**

**BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

H05000106758 3

**ARTICLE IX**

**INDEMNIFICATION**

The Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

**ARTICLE X**

**AMENDMENT**

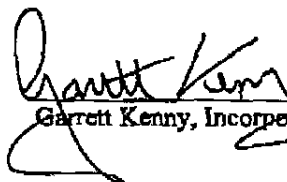
This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XI**

**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned do hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and do hereby subscribe thereto and hereunto set their name and seal this 25 day of April, 2005.

 (SEAL)  
Garrett Kenny, Incorporator

H05000106758 3

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

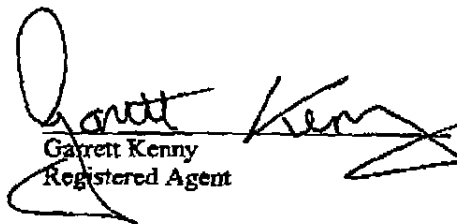
In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

**HAINES CITY COMMERCE PARK, INC.** (the "Company") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 8700 Southern Breeze Drive, Orlando, Florida 32836, has named and designated: **GARRETT KENNY**, with his registered office located at: 8700 Southern Breeze Drive, Orlando, Florida 32836, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **HAINES CITY COMMERCE PARK, INC.** (the "Company") at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of my duties as Registered Agent.

Dated as of this 25 day of April, 2005.

  
Garrett Kenny  
Registered Agent

05 APR 28 AM 10:36

STATE OF FLORIDA  
DEPARTMENT OF STATE  
REGISTRAR OF CORPORATIONS