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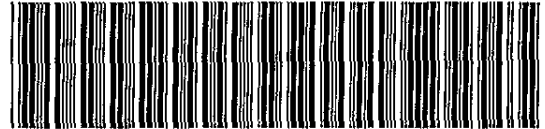
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**LAW OFFICES OF SHERRY C. DICKMAN**  
PROFESSIONAL ASSOCIATION  
3301 PONCE DE LEON BOULEVARD, SUITE 200  
CORAL GABLES, FLORIDA 33134  
TELEPHONE (305) 443-2764 • TELEFAX (305) 443-2786  
E-MAIL: SDICKMAN@BELLSOUTH.NET

June 6, 2005

**FEDERAL EXPRESS DELIVERY**

Florida Department of State  
Division of Corporations  
Corporate Filings  
409 E. Gaines Street  
Tallahassee, Florida 32399

**Re: Articles of Incorporation for Ideation Sandbox Inc.**

Dear Sir or Madam:

Enclosed for filing are the original Articles of Incorporation for Ideation Sandbox Inc. Also enclosed is check no. 1674 in the amount of \$78.75 to cover the filing fees for the establishment of this "for profit" corporation.

For your convenience, I have also enclosed a stamped return envelope for a certified copy of the filed Articles of Incorporation.

If you have any further questions or require any additional information, please call me at the telephone number provided above.

Thank you for your prompt assistance to this matter.

Sincerely yours,

*Sherry C. Dickman*  
Sherry C. Dickman

scd/  
enclosures

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**ARTICLES OF INCORPORATION**  
**OF**  
**IDEATION SANDBOX INC.**

The undersigned incorporator, 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 shall be IDEATION SANDBOX INC.

**ARTICLE II**  
**PRINCIPAL OFFICE**

The initial principal office and address of this Corporation shall be:

3301 Ponce De Leon Blvd.  
Suite 200  
Coral Gables, Florida 33134

**ARTICLE III**  
**PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business.

**ARTICLE IV**  
**SHARES**

(a) The maximum number of shares of stock that this corporation is authorized to issue is 1,000 with a par value of \$1.00 per common share of stock.

(b) Shareholders shall not have cumulative voting rights.

(c) The shareholders of the corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the corporation.

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ARTICLE V  
DIRECTORS

(a) The initial number of directors is four (4). The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than the minimum number of four (4) director(s).

(b) Initial Director(s). The name and street address of the initial members of the board of directors of the corporation is:

<u>Name</u>	<u>Street Address</u>
James J. Hollandsworth	384 Chesterfield Drive Kingsport, TN 37663
Jeffery A. Anderson	1009 Gloucester Court Kingsport, TN 37660
Brian Theriot	2005 Paloma Drive Costa Mesa, CA 92627
Sherry C. Dickman	3301 Ponce De Leon Blvd. Suite 200 Coral Gables, Florida 33134

ARTICLE VI  
INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Sherry C. Dickman, Esq.  
3301 Ponce De Leon Blvd.  
Suite 200  
Coral Gables, Florida 33134

ARTICLE VII  
INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is:

Sherry C. Dickman, Esq.  
3301 Ponce De Leon Blvd.  
Suite 200  
Coral Gables, Florida 33130

ARTICLE VIII  
DURATION AND EXISTENCE

The Corporation shall have a perpetual existence.

ARTICLE IX  
INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted under and in accordance with the laws of the State of Florida any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he is or was director or officer of this corporation, or is or was serving at the request of this corporation as a director, officer, trustee, employee or agent of, or in any other capacity with, another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, unless such person breached or failed to perform his duties as an officer, director, employee or agent of this corporation and such breach constitutes:

(1) a violation of criminal law, unless the director, officer, employee or agent had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(2) a transaction from which the director, officer, employee or agent derived an improper personal benefit, either directly or indirectly; or

(3) recklessness or an act or omission which was committed in bad faith or with malicious purpose in a manner exhibiting wanton and willful disregard for human rights, safety, or property.

A judgment or other final adjudication against a director, officer, employee or agent of this corporation in any criminal proceeding for violation of criminal law shall estop such person from contesting the fact that his breach or failure to perform constitutes a violation of the criminal law,

but such judgment or other final adjudication shall not stop such person from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

The indemnification provided by this Article shall continue as to an Indemnified Person who has ceased to be a director or officer or employee and shall inure to the benefit of the estate, heirs, personal representatives, beneficiaries, executors and administrators of such a person. All rights to indemnification and advances under this Article shall be deemed to be a contract between the Corporation and each Indemnified Person at any time while this Article is in effect. Any repeal or modification of this Article or any repeal or modification of relevant provisions of the Florida Business Corporation Act or any other applicable laws shall not in any way diminish the rights to indemnification of such Indemnified Person or the obligations of the Corporation arising hereunder for claims relating to matters occurring prior to the repeal or modification.

#### ARTICLE X AMENDMENT

The 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 shareholder(s) is subject to this reservation.

#### ARTICLE XI BYLAWS

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaws adopted by shareholders if the shareholders specifically provide such Bylaws is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the incorporator has executed these Articles on this 6<sup>th</sup> day of June, 2005.

Sherry C. Dickman  
Sherry C. Dickman, Esq.  
Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: Sherry C. Dickman  
Sherry C. Dickman, Esq.,  
Registered Agent

Dated: June 6, 2005.

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