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10/10/05  
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WDS- 44336

**TROMBLEY, SCHOMMER, DISLER & ACCORSI**

ATTORNEYS AT LAW

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MICHAEL J. TROMBLEY, P.A.  
*Bar Certified, Elder Law*

NICHOLAS G. SCHOMMER, P.A.  
*Certified Circuit and Family Mediator*

MICHAEL M. DISLER

ANTHONY A. ACCORSI

September 19, 2005

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: MIDSTATE MANAGEMENT, INC.

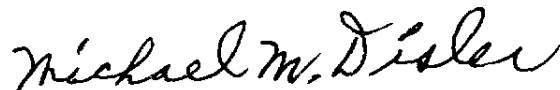
To whom it may concern:

Enclosed herewith please find the following with regard to the above referenced:

1. Original and one copy of the Articles of Incorporation of MIDSTATE MANAGEMENT, INC. to be filed accordingly.
2. A check in the amount of \$122.50 for filing costs.

Kindly return a copy of the Articles of Incorporation upon filing and advise should you need any additional information. Thank you for your courteous assistance in this manner.

Sincerely,



Michael M. Disler

MMD/ts  
enc.



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood  
Secretary of State

September 26, 2005

TROMBLEY, SCHOMMER, DISLER & ACCORSI  
329 S. COMMERCE AVE.  
SEBRING, FL 33870-3607

SUBJECT: MIDSTATE MANAGEMENT, INC.  
Ref. Number: W05000044336

We have received your document for MIDSTATE MANAGEMENT, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The person designated as registered agent in the document and the person signing as registered agent must be the same.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6840.

Bruce W Kitchens  
Document Specialist  
New Filings Section

Letter Number: 605A00058599

**ARTICLES OF INCORPORATION**

OF

**MIDSTATE MANAGEMENT, INC**

FILED

05 OCT -7 AM 10: 27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a Corporation pursuant to Chapter 607, Florida Statutes, adopts the following Articles of Incorporation of such corporation:

**ARTICLE I - NAME**

The name of the corporation shall be MIDSTATE MANAGEMENT, INC., hereinafter called the "Corporation".

The principal place of business of this Corporation shall initially be 317 Monte Real Blvd., Sebring, Florida 33876.

**ARTICLE II - DURATION**

This corporation is to exist in perpetuity unless dissolved according to the law.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business under the laws of the State of Florida and the laws of the United States.

**ARTICLE IV - STOCK**

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value common stock which shall be designated "common stock".

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 316 Mirador Drive, Sebring, Florida 33876 and the name of the initial registered agent of this corporation

at that address is BRIAN OGG.

#### **ARTICLE VII - INITIAL BOARD OF DIRECTORS**

The number constituting the initial Board of Directors of the corporation is two (2).

The names and addresses of the persons who are to serve as Directors are:

Brian Ogg	President
317 Monte Real Blvd.	
Sebring, Florida 33876	

Brad Ogg	Secretary - Treasurer
317 Monte Real Blvd.	
Sebring, Florida 33876	

#### **ARTICLE VIII - INCORPORATOR**

The names and address of each incorporator is:

MICHAEL M. DISLER  
329 South Commerce Avenue  
Sebring, Florida 33870

#### **ARTICLE IX - BY-LAWS**

The Board of Directors of this corporation may provide by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Upon proper notice the by-laws may be amended, altered or rescinded by a two-thirds majority vote of those members of the Board of Directors present at any regular meeting.

#### **ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK**

Shares of common stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

Brian Ogg	50 Shares
Brad Ogg	50 Shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares

may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### **ARTICLE XI - DIRECTOR QUORUM AND VOTING**

Three of the directors shall constitute a quorum for a meeting of directors. If a quorum is present, the affirmative vote of two of the directors present, or if a director or directors have abstained from voting because of an interest in the matter upon which to be voted, the affirmative vote of two of the directors present and voting, shall be the act of the board of directors.

#### **ARTICLE XII - SUBCHAPTER S**

The corporation is organized pursuant to the Florida Subchapter S Corporation Code and is a Subchapter S corporation as described in Section 1361 of the Internal Revenue Code, as amended, and shall operate on a calendar year basis.

#### **ARTICLE XIII - AMENDMENT**

These *Articles of Incorporation* may be amended at a special meeting of the membership called for that purpose, by a majority vote of those present.

#### **ARTICLE XIV - LIABILITIES OF THE BOARD OF DIRECTORS**

The private property of the shareholders of the corporation shall not be subject to the payment of corporate debts, except to the extent of any unpaid balance of subscriptions for shares.

Each director, or officer, or former director or officer of this corporation, and his legal representatives, shall be indemnified by the corporation against liabilities, expenses, counsel fees and costs reasonably incurred by his or his estate, in connection with, or arising out of, any action suit, proceedings or claim in which he is made a party by reason of his being, or having been, such director or officer, and any person who, at the request of this corporation, served as director or officer of another corporation in which this corporation owned corporate stock and his legal representatives, shall in like manner, be indemnified by this corporation; provided that in neither case shall the corporation indemnify such director or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit or proceedings to have been liable for negligence or misconduct, in the performance of his duties as such director or officer.

The indemnification herein provided for, however, shall apply also in respect to any amount paid in compromise of any such action, suit, proceeding or claim asserted against such director or officer, (including expenses, counsel fees and costs reasonably incurred in connection therewith), provided the Board of Directors shall have first approved such proposed compromise settlement and determined that the director or officer involved was not

guilty of negligence or misconduct; but in taking such action, any director involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be determined to vote on such matter, it shall be determined by a committee of three (3) persons appointed by the shareholders at a duly called special meeting or any regular meeting. In determining whether or not a director or officer was guilty of negligence or misconduct in relation to any such matter, the Board of Directors or committee appointed by shareholders, as the case shall be, may rely conclusively upon an opinion of independent legal counsel selected by such Board of Directors or committee. The right to indemnification shall not be exclusive of any other rights to which such director or officer may be lawfully entitled.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 19<sup>th</sup> day of September, 2005.

Signature of Incorporator

Michael M. Disler  
MICHAEL M. DISLER

STATE OF FLORIDA  
COUNTY OF HIGHLANDS

Before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared MICHAEL M. DISLER, to me known to be the person described as subscriber in and who executed the foregoing Articles of Incorporation and he acknowledge before me that he executed and subscribed to these Articles of Incorporation.

19 WITNESS, my hand and official seal in the county and state named above this day of September, 2005.



KRISTINA M. SHARPE  
MY COMMISSION # DD 162811  
EXPIRES March 4 2007  
Bonded Thru Budget Notary Services

Kristina M. Sharpe  
NOTARY PUBLIC  
My commission Expires:

(Affix Seal)

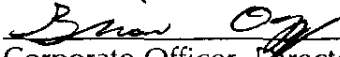
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

05 OCT -7 AM 10: 28

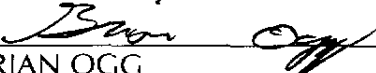
Pursuant to the provisions of §607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: MIDSTATE MANAGEMENT, INC.
2. The name and address of the registered agent and office is:

BRIAN OGG  
317 Monte Real Blvd.  
Sebring, Florida 33876

  
Corporate Officer, Director  
Sept. 19, 2005.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

  
BRIAN OGG  
Sept. 19, 2005.