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FLORIDA STATE  
CORPORATIONS  
TALLAHASSEE, FLORIDA

11/18  
TS



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 711488 6099A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : November 17, 2005

ORDER TIME : 9:49 AM

ORDER NO. : 711488-010

CUSTOMER NO: 6099A

DOMESTIC FILING

NAME: AMERICAN PROPERTIES GROUP,  
INC.

File 2nd

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

**ARTICLES OF INCORPORATION  
OF  
AMERICAN PROPERTIES GROUP, INC.**

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned hereby establishes the following for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the State of Florida providing for the formation, liability, rights, privileges and immunities of a Corporation for profit.

**ARTICLE I**

**Name of Corporation**

The name of this Corporation shall be AMERICAN PROPERTIES GROUP, INC. (the "Corporation").

**ARTICLE II**

**Mailing Address**

The mailing address of the Corporation is 109 Commerce Road, Boynton Beach, FL 33426.

**ARTICLE III**

**Purpose**

This Corporation is organized for the following purposes:

- (a) To have and to exercise all the powers now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

- (b) For the purpose of transacting any or all lawful business.
- (c) To do any and everything pertinent to the above.

#### **ARTICLE IV**

##### **Capital Stock**

The total number of shares of stock which the Corporation shall have authority to issue is 20,000 consisting of (i) 10,000 shares of Voting Common Stock, \$.01 par value per share ("Voting Common Stock") and (ii) 10,000 shares of Non-Voting Common Stock, \$.01 par value per share ("Non-Voting 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 pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE VI**

##### **Corporate Duration**

This Corporation shall have perpetual duration unless sooner dissolved by law.

#### **ARTICLE VII**

##### **Initial Registered Office and Agent**

The street address of the initial registered office of this Corporation is 109 Commerce Road, Boynton Beach, FL 33426, and the name of the initial registered agent of this Corporation at that address is Daniel A. Scaduto.

## **ARTICLE VIII**

### **Board of Directors**

This Corporation shall have two (2) directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws but shall never be less than one (1).

*The name and address of the initial directors of this Corporation are as follows:*

Daniel A. Scaduto	109 Commerce Road, Boynton Beach, FL 33426
Robert Scaduto	109 Commerce Road, Boynton Beach, FL 33426

## **ARTICLE IX**

### **By-Laws**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE X**

### **Indemnification**

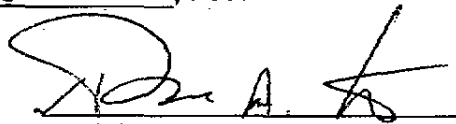
The Corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

## **ARTICLE XI**

### **Incorporator**

The name and address of the person signing these Articles is as follows: Andrew E.  
Ballard.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of  
Incorporation this 15<sup>th</sup> day of November, 2005.

A handwritten signature in black ink, appearing to read "Daniel A. Scaduto", written over a horizontal line.

Daniel A. Scaduto, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS**  
**OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE

FOLLOWING IS SUBMITTED:

THAT AMERICAN PROPERTIES GROUP, INC., DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS INITIAL REGISTERED OFFICES AT 109 COMMERCE ROAD, BOYNTON BEACH, FLORIDA 33426 HAS NAMED DANIEL A. SCADUTO, LOCATED AT 109 COMMERCE ROAD, BOYNTON BEACH, FLORIDA 33426, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.



Daniel A. Scaduto, Incorporator

November 15<sup>th</sup>, 2005

(Date)

HAVING BEEN NAMED AS REGISTERED AGENT 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 AM FAMILIAR WITH AND AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, INCLUDING THE PROVISIONS OF SECTION 607.0505, FLORIDA STATUTES.



Daniel A. Scaduto, Registered Agent

November 15<sup>th</sup>, 2005

(Date)