

Division of Corporations

Page 1 of 1

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION

POSEN SOUTHERN, INC.

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**ARTICLES OF INCORPORATION
OF
POSEN SOUTHERN, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are executed by the undersigned for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, as particularly set forth in Chapter 607 of the Florida Statutes.

**ARTICLE 1
NAME AND ADDRESS**

The name of this corporation shall be POSEN SOUTHERN, INC. The initial principal business address of the corporation is 9200 Corkscrew Road, Suite 3, Estero, Florida 33928.

**ARTICLE 2
DURATION**

The corporation shall commence upon the filing of these Articles and shall have perpetual existence thereafter.

**ARTICLE 3
PURPOSE**

The purpose for which the corporation is organized is the transaction of any and all lawful business for which a corporation may be incorporated under the Florida Business Corporation Act, as the same may from time to time be amended.

**ARTICLE 4
CAPITAL STRUCTURE**

The aggregate number of shares of capital stock which this corporation shall have the authority to issue shall be ten thousand (10,000) shares of common stock, all of the same class and each having a par value of One Dollar (\$1.00).

**ARTICLE 5
INITIAL REGISTERED AGENT & OFFICE**

The name of the initial registered agent of the corporation at its initial registered office, and the street address of its initial registered office, are as follows:

NAME

MICHAEL F. DONOHOE

ADDRESS

26203 Isle Way
Bonita Springs, FL 34134

FAX AUDIT NO.: H06000100916 3

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ARTICLE 6
DIRECTORS

The business and the affairs of this corporation shall be managed by a Board of Directors, which shall be elected by the shareholders and serve as provided in the Bylaws. The number of the members of the Board of Directors may either be increased or decreased from time to time by the Bylaws, but shall never be less than one (1). The corporation shall have three (3) Directors initially, and the names and addresses of the initial Directors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL F. DONOHUE	26203 Isle Way Bonita Springs, Florida 34134
NORMAN F. ZAPCZYNSKI	50500 Design Lane Shelby Township, Michigan 48315
KENNETH K. ZAPCZYNSKI	50500 Design Lane Shelby Township, Michigan 48315

ARTICLE 7
OFFICERS

The corporation shall have a President, Secretary, and a Treasurer. The corporation may also have one or more Vice Presidents, Assistant Secretaries, Assistant Treasurers, and such other officers and agents as the Directors may deem necessary. All corporate officers shall be elected by the Board of Directors and shall hold office until their successors are chosen and qualified. Any person may hold two or more offices. It shall not be necessary for any officer to be either a Shareholder or Director. The following persons are the initial Officers of the corporation, who shall serve until the next annual meeting or until their successors are duly qualified and elected:

President:	MICHAEL F. DONOHUE
Vice President:	KENNETH K. ZAPCZYNSKI
Vice President:	NORMAN F. ZAPCZYNSKI
Secretary/Treasurer:	NORMAN F. ZAPCZYNSKI

ARTICLE 8
BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in both the Board of Directors and the shareholders. Bylaws adopted, altered, amended, or repealed by the shareholders of the corporation may not be repealed, altered, amended, or readopted by the Board of Directors if the shareholders so provide.

FAX AUDIT NO.: H06000100916 3

ARTICLE 9
SHAREHOLDERS' AGREEMENT

In the event a Shareholders' Agreement exists and there are any inconsistencies in terms between these Articles of Incorporation and the Shareholders' Agreement, the terms of the Shareholders' Agreement will control.

ARTICLE 10
INCORPORATOR

The name and the address of the person signing these Articles of Incorporation are as follows:

NAME

ADDRESS

MICHAEL F. DONOHUE

26203 Isle Way
Bonita Springs, Florida 34134

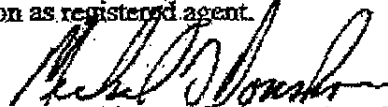
These Articles of Incorporation have been executed this 14 day of APRIL, 2006.



MICHAEL F. DONOHUE, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

Having been named to accept service of process for this corporation, at the place designated in these Articles of Incorporation, I hereby accept the appointment, understand my duties 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.



MICHAEL F. DONOHUE
Registered Agent

#1416442

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