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STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION**

**OF**

**The Pro Shop at WTC, Inc..**

**A Closed Corporation**

**FILED**  
**06 MAY -2 PM 4: 06**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THIS IS TO CERTIFY:**

That I, Ethan D. Loschiavo, whose address is 4826 Europa Dr., Naples, FL 34105, being at least 18 years of age, do hereby under and by virtue of the Laws of State of Florida, execute these Articles with the intention of forming a close corporation, by execution and filing of these Articles.

**ARTICLE I**

The name of the close corporation (which hereinafter is called the Corporation) is The Pro Shop at WTC, Inc. .

**ARTICLE II**

The purposes for which the Corporation is formed are as follows:

1) to conduct business as a corporation offering retail sales and related services to the general public.

2) to acquire (by purchase, lease, or otherwise), own, hold, use, alter, repair, lease or mortgage, sell or otherwise dispose of real property, or any interest or right therein, wherever situated, within or either alone or in connection with any person, firm, association or corporation; and

3) to have and exercise any and all powers and privileges now or hereafter conferred by the laws of the State of Florida upon corporations formed under the general laws above referred to, or under any Act amendatory thereof or supplemental thereto or in substitution therefor.

The foregoing enumeration of the purposes, objects and business of the Corporation is made in furtherance, and not in limitation of the powers conferred upon the Corporation by law, and it is not intended, by the mention of any particular purpose, object or business, in any manner to limit or restrict the generality of any other purpose, object or business, or to limit or restrict any of the powers of the Corporation, and the said corporation shall have, enjoy and exercise all of the powers and rights now and hereafter conferred by statute upon corporations, it being the intention of the purposes, objects and powers specified in each of the paragraphs of this Article Third of these Articles of Incorporation shall, except as otherwise expressly provided, in no way be limited or restricted by reference to or inference from the terms of any other clause or paragraph of this Article, or of any other Article of these Articles of Incorporation; provided, however,

that nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business or exercise any power, or to do any act which a corporation formed under the laws of the State of Florida may not at the time lawfully carry on or do.

### **ARTICLE III**

The principal office of the Corporation in the State of Florida will be maintained at 4826 Europa Dr., Naples, FL 34105 The name and post office address of the Resident Agent of the Corporation in Florida is Ethan D. Loschiavo, whose address is 4826 Europa Dr., Naples, FL 34105.

### **ARTICLE IV**

The total number of shares of capital stock which the Corporation has authority to issue is 1,000 shares of common stock, having \$1.00 par value.

### **ARTICLE V**

The number of directors of the Corporation shall be four, which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than four(4), provided that so long as there are less than four stockholders, the number of directors may be less than four but not less than the number of stockholders. The names and addresses of the directors and officers who shall act until the first annual meeting or until their successors are duly chosen and qualified are:

Ethan D. Loschiavo shall serve as President, Vice-President, Secretary and Treasurer of the Corporation.

### **ARTICLE VI**

The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

(1) The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized.

(2) The Board of Directors of the Corporation may classify or reclassify any unissued shares by fixing or altering in any one or more respects, from time to time before issuance of such shares, the preferences, rights, voting powers, restrictions and qualification of, the dividends on, the times and prices of redemption of, and the conversion rights of, such shares.

The enumeration and definition of a particular power of the Board of Directors included in the foregoing shall in no way be limited or restricted by reference to

or inference from the terms of any other clause of this or any other article of the Charter of the Corporation, or construed as or deemed by inference or otherwise in any manner to exclude or limit any powers conferred upon the Board of Directors under the Laws of the State of Florida now or hereafter in force.

## **ARTICLE VII**

Except as may otherwise be provided by the Board of Directors of the Corporation, no holder of any shares of the stock of the Corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares.

## **ARTICLE VIII**

The corporation shall provide any indemnification required or permitted by the Laws of Florida and shall indemnify directors, officers, agents and employees as follows:

(1) The Corporation shall indemnify any director or officer of the Corporation 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 (other than an action by or in the right of the Corporation) by reason of the fact that he is or was such director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful.

(2) The Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the Corporation to procure a judgement in its favor by reason of the fact that he is or was such a director or officer or an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonable incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in and not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect to any claim, issue, or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought, or any other court having jurisdiction in the premises, shall determine upon application that, despite the adjudication of liability by in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as such

court shall deem proper.

(3) To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in paragraphs (1) and (2) of the Article EIGHTH or in defense of any claim, issue, or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, without the necessity for the determination as to the standard of conduct as provided in paragraph (4) of this Article EIGHTH.

(4) Any indemnification under paragraph (1) or (2) of this Article EIGHTH (unless ordered by a Court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth in paragraph (1) or (2) of this Article EIGHTH. Such determination shall be made (a) by the Board of Directors of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if such a quorum of disinterested directors so directs, by independent legal counsel (who may be regular counsel for the Corporation) in a written opinion; and any determination so made shall be conclusive.

(5) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, as authorized by the Board of Directors in the specific case, upon receipt of an undertaking by or on behalf of the director or officer to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

(6) Agents and employees of the Corporation who are not directors or officers of the Corporation may be indemnified under the same standard and procedures set forth above, in the discretion of the Board of Directors of the Corporation.

(7) Any indemnification pursuant to this Article EIGHTH shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs and personal representatives of such a person.

## **ARTICLE XI**

The corporation upon unanimous approval of the stockholders reserves the right to make from time to time any amendments of its charter which may now or hereafter be authorized by law.

## **ARTICLE X**

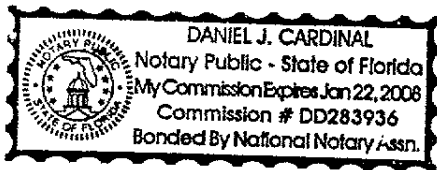
The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 26 day of April, 2006, and acknowledge the same to be my act.

Ethan D. Loschiavo (SEAL)  
Ethan D. Loschiavo

**STATE OF FLORIDA  
COUNTY OF COLLIER**

THE FOREGOING instrument is acknowledged and sworn to by Ethan D. Loschiavo who is ☐ personally known or ☒ presented the following identification FIDEL to me this 26 day of April 2006, by



**NOTARY PUBLIC**

[Signature]  
My Commission Expires: 4/22/08

(SEAL)

Articles of Incorporation Filing Fee: \$35.00

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.325, 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: The Pro Shop at WTC, Inc.
2. The name and address of the registered agent and office is:

Ethan D. Loschiavo  
4826 Europa Dr.  
Naples, FL 34105

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, and I accept the duties and obligations of section 607.325 Florida Statutes.

  
\_\_\_\_\_  
Ethan D. Loschiavo, Resident Agent

Registered Agent Filing Fee: \$35.00

FILED  
06 MAY -2 PM 4: 08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA