

May-18-2008 10:28

From: BRENNAN MANNA & DIAMOND

904-366-1501

T-047 P 001

F-097

Page 1 of 1

P06000068691

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H06000135338 3)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)205-0381

From:

Account Name : BRENNAN, MANNA & DIAMOND, P.L.
Account Number : I20040000104
Phone : (904)366-1500
Fax Number : (904)366-1501

FILED IN FLORIDA

2008 MAY 15 11:59

FILED

FLORIDA PROFIT/NON PROFIT CORPORATION

THE GERBER-POULOS MANAGEMENT COMPANY, INC.

Certificate of Status	1
Certified Copy	1
Page Count	2305
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

J. Shivers MAY 17 2008

(((H06000135338 3)))

**ARTICLES OF INCORPORATION
OF
THE GERBER-POULOS MANAGEMENT COMPANY, INC.**

The undersigned, for the purpose of forming a corporation under Chapter 607 of the Florida Statutes adopts the following Articles of Incorporation:

**Article I
Name**

Section 1.1. Name. The name of this corporation shall be: THE GERBER-POULOS MANAGEMENT COMPANY, INC.

**Article II
Principal Office and Mailing Address**

Section 2.1. Principal Office and Mailing Address. The principal place of business and mailing address of this corporation shall be: 2636 Lakeshore Drive, Orlando, Florida 32803.

**Article III
Capital Stock**

Section 3.1. Capital Stock. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having no par value per share.

Section 3.2. Restriction on Transfer of Stock. The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book, or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they see fit.

Section 3.3. Approval of Shareholders Required for Merger. The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote on any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

**Article IV
Initial Registered Agent and Address**

Section 4.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Brennan, Manna & Diamond, P.L.
The SunTrust Building
76 South Laura Street, Suite 2110
Jacksonville, Florida 32202

(((H06000135338 3)))

((H06000135338 3)))

Article V
Incorporator

Section 5.1. Name and Address. The name and street address of the incorporator of this corporation is:

Randal C. Fairbanks
Brennan, Manna & Diamond, P.L.
The SunTrust Building
76 South Laura Street, Suite 2110
Jacksonville, Florida 32202

Article VI
Effective Date; Duration

Section 6.1. Effective Date. Corporate existence shall commence on the effective date these Articles are filed with the Department of State.

Section 6.2. Duration. This corporation shall exist perpetually.

Article VII
Purposes

Section 7.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

Article VIII
Directors

Section 8.1. Number. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one (1).

Section 8.2. Initial Directors. The names and street addresses of the initial directors of this corporation are:

Adam J. Gerber
2636 Lakeshore Drive
Orlando, Florida 32803

Margaret K. Poulos
2636 Lakeshore Drive
Orlando, Florida 32803

Section 8.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve this corporation in any other capacity and receive

((H06000135338 3)))

((H06000135338 3)))

compensation therefore in any form.

Section 8.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees, and agents to the fullest extent permitted by law.

Article IX
Bylaws

Section 9.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended, or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend, or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article X
Amendment

Section 10.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation effective as of the 16th day of May, 2006.


RANDAL C. FAIRBANKS

((H06000135338 3)))

(((H06000135338 3)))

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 607.0501, and 607.0505, Florida Statutes, the following is submitted:

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 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.

DATED effective the 16th day of May, 2006.

BRENNAN, MANNA & DIAMOND, P.L.

By: Randal C. Fairbanks
RANDAL C. FAIRBANKS, Member

FILED
MAY 16 AM 11:30
TALLAHASSEE, FLORIDA

(((H06000135338 3)))