

# P070000/0179

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## FLORIDA PROFIT/NON PROFIT CORPORATION

### JP Florida Investment Corporation

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January 22, 2007

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

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SECRETARY C. STATE  
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**ARTICLES OF INCORPORATION  
OF  
JP FLORIDA INVESTMENT CORPORATION**

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act (the "Act"), adopts the following Articles of Incorporation for such corporation:

**ARTICLE 1.**

**Name**

The name of the Corporation is JP Florida Investment Corporation.

**ARTICLE 2.**

**Principal Office**

The street address of the principal office of the Corporation is 560 South Ocean Boulevard, Palm Beach, Florida 33480, which is also the mailing address of the Corporation.

**ARTICLE 3.**

**Shares**

The total number of shares which the Corporation is authorized to issue is 1,000 shares of common stock, without par value. The common shares shall have one vote per share, shall have all the voting power of the Corporation, shall be entitled to receive the net assets of the Corporation upon dissolution, and shall be without distinction as to preferences, limitations and rights.

**ARTICLE 4.**

**Registered Office; Registered Agent**

The street address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of its initial registered agent at such office is CT Corporation System.

**ARTICLE 5.**

**Incorporator**

The name and address of the sole incorporator of the Corporation are John S. Dowds, 10000 Shelbyville Road, Suite 100, Louisville, Kentucky 40223.

**ARTICLE 6.**

**Initial Directors**

The number of directors constituting the initial Board of Directors is one (1). The name and address of the initial director of the Corporation are James A. Patterson, 560 South Ocean Boulevard, Palm Beach, Florida 33480.

**ARTICLE 7.**

**Indemnification of Directors and Officers**

To the fullest extent permitted by law, and in accordance with the provisions of the Act, the Corporation shall indemnify each director or officer of the Corporation who was or is a party to any proceeding (other than an action by, or in the right of, the Corporation), by reason of the fact that such director or officer is or was a director or officer 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 liability incurred in connection with such proceeding, including any appeal thereof, if the director or officer acted in good faith and in a manner the director or officer 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 their conduct was unlawful. The termination of any proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in, or not opposed to, the best interests of the Corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify each director or officer of the Corporation who was or is a party to any proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such director or officer is or was a director or officer 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 and amounts paid in settlement not exceeding, in the judgment of the board of directors, the estimated expense of

litigating the proceeding to conclusion, actually and reasonably incurred in connection with the defense or settlement of such proceeding, including any appeal thereof. Such indemnification shall only apply if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, except that no indemnification shall be made under this Article 7 in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable unless, and only to the extent that, the court in which such proceeding was brought, or any other court of competent jurisdiction, shall determine upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any proceeding referred to in this Article 7, or in defense of any claim, issue or matter therein, such director or officer shall be indemnified against expenses actually and reasonably incurred by such director or officer in connection therewith.

Any indemnification pursuant to this Article 7, unless pursuant to a determination 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 such director or officer has met the applicable standard of conduct set forth in this Article 7.

Expenses incurred by a director or officer in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if the director or officer is ultimately found not to be entitled to indemnification by the Corporation.

The indemnification and advancement of expenses provided pursuant to this Article 7 are not exclusive, and the Corporation may make any other or further indemnification or advancement of expenses to any of its directors, officers, employees, or agents, under any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, both as to action in their official capacity and as to action in another capacity while holding such office; provided, that any such further indemnification or expense advances made by the Corporation shall be subject to any limitations set forth in Article 8 hereof or the Act.


## ARTICLE 8.

### Elimination of Certain Liability of Directors

A director of the Corporation shall not be personally liable for monetary damages to the Corporation or to any other person for any statement, vote, decision, or failure to act regarding corporate management or policy, provided, that this provision shall not eliminate or limit the liability

of a director for the following: (i) a violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (ii) a transaction from which the director derived an improper personal benefit, either directly or indirectly; (iii) a circumstance under which the liability provisions of Section 607.0834 of the Act are applicable; (iv) a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or (v) a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness (as defined in Section 607.0831(2) of the Act) or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. This Article 8 shall continue to be applicable with respect to any such breach of duties by a director of the Corporation as a director notwithstanding that such director thereafter ceases to be a director, and shall inure to the personal benefit of such person's heirs, executors and administrators.

IN TESTIMONY WHEREOF, witness the signature of the sole incorporator, this 19th day of January, 2007.

  
\_\_\_\_\_  
JOHN S. DOWDS, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts its appointment as the registered agent of JP Florida Investment Corporation, and states that it is familiar with and accepts the obligations of that position.

**CT CORPORATION SYSTEM**

By:   
Title: Carol Record  
Date: 1/19/07 Assistant Secretary

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