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Florida Department of State

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

JRI Holdings, Inc.

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ARTICLES OF INCORPORATION  
OF  
JRI HOLDINGS, INC.

The undersigned, acting as incorporator of JRI Holdings, Inc. under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is JRI Holdings, Inc.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

13080 S. Belcher Road, Suite H  
Largo, Florida 33773

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence upon filing these articles of incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of class V common stock, with a par value of \$0.10 per share ("Class V Common") and 1,000 shares of class NV common stock, with a par value of \$0.10 per share ("Class NV Common"). Except as otherwise provided below in this Article V or as otherwise required by applicable law, all shares of Class V Common and Class NV Common shall be identical in all respects and shall entitle the holder thereof to the same preferences, limitations, and relative rights:

1. Voting Rights. Except as otherwise provided in this Article V or as otherwise required by applicable law, (a) holders of Class V Common shall be entitled to one vote per share on all matters to be voted on by the shareholders of the corporation, and (b) holders of Class NV Common shall have no right to vote on any matter to be voted on by the shareholders of the corporation.

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2. **Dividends.** As and when dividends are declared or paid thereon, whether in cash, property or securities of the corporation, the holders of Class V Common and the holders of Class NV Common shall be entitled to participate in such dividends ratably on a per share basis; provided, that (i) if dividends are declared which are payable in shares of Class V Common or Class NV Common, then dividends shall be declared which are payable at the same rate on each such class of common stock and the dividends payable in shares of Class V Common shall be payable to holders of Class V Common and dividends payable in shares of Class NV Common shall be payable to holders of Class NV Common and (ii) if the dividends consist of other voting securities of the corporation, then the corporation shall make available to each holder of Class NV Common, at such holder's request, dividends consisting of non-voting securities of the corporation which are otherwise identical to such other voting securities.

3. **Liquidation.** The holders of Class V Common and Class NV Common shall be entitled to participate ratably on a per share basis in all distributions to the holders of Common Stock in any liquidation, dissolution or winding up of the corporation.

4. **Stock Splits.** If the corporation in any manner subdivides or combines the outstanding shares of one class of common stock, the outstanding shares of the other class of common stock shall be proportionately subdivided or combined in a similar manner.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 412 E. Tarpon Avenue, Tarpon Springs, FL 34689, and the name of the corporation's initial registered agent at that address is Robert C. Burke, Jr.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

The corporation shall have two directors initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of each initial director is:

<u>Name</u>	<u>Address</u>
Jack S. Rice	14261 Lark Court Clearwater, Florida 34622
Jack S. Rice, Jr.	13080 S. Belcher Road, Suite H Largo, Florida 33773

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ARTICLE VIII. INCORPORATOR

The name and street address of the incorporator is:

NameAddress

Robert C. Burke, Jr.

412 E. Tarpon Avenue  
Tarpon Springs, FL 34689

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE IX. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE X. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of Florida, has executed these Articles of Incorporation this 21 day of June, 2007.

  
Robert C. Burke, Jr., Incorporator

*Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.*

*Dated this 21 day of June, 2007.*

  
Robert C. Burke, Jr., Registered Agent

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