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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**PAG Management Services, Inc.**

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**ARTICLES OF INCORPORATION**

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

**ARTICLE I NAME**

The name of the corporation shall be:

**PAG Management Services, Inc.**

**ARTICLE II PRINCIPAL OFFICE**

The principal place of business/mailling address is:

7380 Sand Lake Road

Suite 500

Orlando, FL 32819

**ARTICLE III PURPOSE**

The purpose for which the corporation is organized is:

To engage in any activity within the purposes for which corporations may be formed under Florida business law.

**ARTICLE IV SHARES**

The number of shares of stock is:

60,000

**ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS**

List name(s), address(es) and specific title(s):

Robert J. Hubregsen, Director, 7380 Sand Lake Road, Ste. 500, Orlando, FL 32819

John Sullivan, Director, 7380 Sand Lake Road, Ste. 500, Orlando, FL 32819

President: Robert J. Hubregsen, 7380 Sand Lake Road, Ste. 500, Orlando, FL 32819

Secretary: Robert J. Hubregsen, 7380 Sand Lake Road, Ste. 500, Orlando, FL 32819

Treasurer: John Sullivan, 7380 Sand Lake Road, Ste. 500, Orlando, FL 32819

#876448

**ARTICLE VI REGISTERED AGENT**

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is  
Robert J. Hubregan  
7380 Sand Lake Road, Suite 500  
Orlando, FL 32818

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JUDGE  
FLORIDA

**ARTICLE VII INCORPORATOR**

The name and address of the incorporator is  
Robert J. Hubregan  
7380 Sand Lake Road, Suite 500  
Orlando, FL 32818

See attached

*[Faint, illegible text from the reverse side of the document]*

December 28, 2007  
Date  
December 28, 2007  
Date

Attachment to the Articles of Incorporation for:  
FAG MANAGEMENT SERVICES, INC.

ARTICLE VIII

INDEMNIFICATION BY CORPORATION

A. Corporation's Obligation with Respect to Actions by Third Parties. Subject to the provisions of Subsection D below, and to the full extent permitted by law, any person who by reason of the fact that he or she is or was a director, officer or resident agent of the Corporation, is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal, other than an action by or in the right of the Corporation, shall be indemnified by the Corporation against all:

1. Expenses;
2. Attorney fees;
3. Judgments;
4. Penalties;
5. Fines; and
6. Amounts paid in settlement

as are actually and reasonably incurred in connection with such matter, provided, that such person(s) acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders, and with respect to a criminal action or proceeding, the person had no reasonable cause to believe that his or her conduct was unlawful. The termination of an action, suit, or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, does not, of itself, create a presumption that such person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders, and, with respect to a criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

No such indemnification shall be made with respect to any such matter where such person shall have been adjudged to be liable to the Corporation and/or any of its shareholders for negligence or misconduct in the performance of his or her duties, unless a court shall determine otherwise.

B. Corporation's Obligation with Respect to Actions by or in the Right of the Corporation. Subject to the provisions of Subsection D below, and to the full extent permitted by law, any person who was or is a party to or is threatened to be made a party to a threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact

that he or she is or was a director, officer or resident agent of the Corporation, shall be indemnified by the Corporation against all:

1. Expenses
2. Actual and reasonable attorney fees; and
3. Amounts paid in settlement

incurred by such person in connection with the action or suit, provided, that such persons initiation of such action or suit was authorized by the Board of Directors and such person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the Corporation or its shareholders. Notwithstanding the foregoing, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the Corporation unless and only to the extent that the court in which the action or suit was brought has determined upon application that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnification for the expenses which the Court considers proper.

C. Mandatory Indemnification. To the extent that a director, officer or resident agent of the Corporation has been successful on the merits or otherwise in defense of an action, suit or proceeding referred to in Subsections A or B above, or in defense of a claim, issue or matter in such action, suit or proceeding, he or she shall be indemnified against expenses, including actual and reasonable attorney fees, incurred by such person in connection with the action, suit or proceeding and any action, suit or proceeding brought to enforce the mandatory indemnification provided in this Section 8.2(c).

D. Determination of Indemnity Obligation. Unless otherwise ordered by a court having jurisdiction, indemnification shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of such director, officer or resident agent is proper in the circumstances for the reason that he or she has met the applicable standard of conduct set forth in Subsections A and/or B above. This determination shall be made as follows:

1. By a majority vote of a quorum of the Board of Directors consisting of directors who are not parties to the action, suit or proceeding;
2. If the quorum described in Subsection 1 above is not obtainable, then by a majority vote of a committee of directors who are not parties to the action consisting of not less than two (2) disinterested directors;
3. If such determination cannot be made pursuant to the provisions of Subsections 1 and 2 above, then by independent legal counsel in a written opinion; and
4. If such determination cannot be made pursuant to the

provisions of Subsections 1, 2 and 3 above, then by the shareholders.

If a person is entitled to indemnification under Subsections A or B above for a portion of the expenses, including attorney fees, judgments, penalties and fines and amounts paid in settlement, but not for the total amount thereof, the Corporation may indemnify the person for the portion of the expenses, judgment, penalties, fines or amounts paid in settlement for which the person is entitled to be indemnified.

E. Advancement of Expenses. The expenses incurred by an officer, director or resident agent in defending a civil or criminal action, suit or proceeding as described in Subsections A and B above may be paid by the Corporation in advance of the final disposition of the action, suit or proceeding upon receipt of an undertaking by or on behalf of the director, officer or resident agent to repay the expenses if it is ultimately determined that he or she is not entitled to be indemnified by the Corporation. Such undertaking shall be by unlimited general obligation of the person on whose behalf the advances are made. The total amount of expenses advanced or indemnified from all sources combined shall not exceed the amount of actual expenses incurred by the person seeking indemnification or advancement of expenses.

F. Indemnity Insurance. The Board of Directors, in its discretion, may direct, as an expense of the Corporation, the purchase of and the continued premium payment for insurance on behalf of any director, officer or resident agent, employee or agent of the Corporation, covering any liability asserted against any such person or incurred by any such person, in any such capacity and/or arising out of his duties as such whether or not the Corporation would have power to indemnify such person against such liability under Subsections A and B above.

G. Survival of Indemnity Benefit. The Corporation's indemnity obligations provided above shall continue as to any person who has ceased to be a director, officer or resident agent of the Corporation and shall inure to the benefit of such persons heirs, executors and administrators.

END

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