

P6800000000/8

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

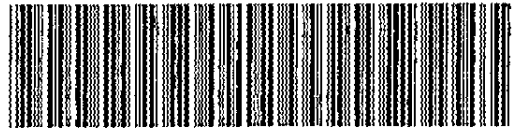
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only

[Signature]
12/27



400113263174

12/26/07--01002--016 **128.75

RECEIVED

07 DEC 26 AM 10:48

DEPT. OF REVENUE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

2008 JAN -1 AM 8:30

SECRETARY OF REVENUE
TALLAHASSEE, FLORIDA

TRANSMITTAL LETTER

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: CMC, Inc., Ltd. d/b/a Market Square, Inc.

Enclosed is an original and one (1) copy of the Certificate of Domestication and a check for:

****Please Note:**

FEES:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	<u>\$78.75</u>
Total to domesticate and file	\$128.75

OPTIONAL:

Certificate of Status	\$ 8.75
-----------------------	---------

FROM: Van P. Geeker, Esquire

Name (printed or typed)

2457 Care Drive

Address

Tallahassee, Florida 32308

City, State & Zip

(850) 878-2411

Daytime Telephone Number

*Call within
Ready*

CERTIFICATE OF DOMESTICATION

FILED
2008 JAN -1 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, William D. Crona, Executive Vice President
(Name) (Title)

of CMC, Inc., Ltd. d/b/a Market Square, Inc. a foreign corporation,
(Corporation Name)

in accordance with s. 607.1801, Florida Statutes, does hereby certify:

1. The date on which corporation was first formed was August 9, 1983
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Tortola, British Virgin Islands
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was CMC, Inc. Ltd. d/b/a Market Square, Inc.
4. The name of the corporation, as set forth in its articles of incorporation, to be filed pursuant to s. 607.0202 and 607.0401 with this certificate is CMC of Tallahassee, Inc.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Certificate of Domestication was Tortola, British Virgin Islands
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.
7. The effective date of this filing shall be January 1, 2008.

I am Executive V.P., of CMC, Inc. Ltd. d/b/a Market Square, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 26th day of December, 2007


(Authorized Signature)

William D. Crona, Executive Vice President

Filing Fee:

Certificate of Domestication	\$50.00
Articles of Incorporation and Certified Copy	\$78.75
Total to domesticate and file	\$128.75

**ARTICLES OF INCORPORATION
OF
CMC OF TALLAHASSEE, INC.**

FILED
2008 JAN -1 AM 8:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be **CMC OF TALLAHASSEE, INC.** The principal place of business is 1571 Timberlane Road, Suite #126, Tallahassee, Florida 32312 and mailing address of this Corporation shall be 1571 Timberlane Road, Suite #126, Tallahassee, Florida 32312.

**ARTICLE II
NATURE OF BUSINESS**

The Corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
STOCK**

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of one cent (\$0.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value.

Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

**ARTICLE IV
POWERS**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V
INCORPORATOR**

The name and street address of the Incorporator of this Corporation are as follows:

William D. Crona
1571 Timberlane Road, Suite #126
Tallahassee, Florida 32312

**ARTICLE VI
TERM OF CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII
ADDRESS OF REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2457 Care Drive, Tallahassee, Florida 32308. The name of the initial Registered Agent of the Corporation at the above address shall be Van P. Gecker, Esquire. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII
NUMBER OF DIRECTORS**

This Corporation shall have three or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of at least three persons. The name and address of each member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders and thereafter until any successors are elected are as follows:

Name	Address
William D. Crona	1571 Timberlane Road, Suite #126 Tallahassee, Florida 32312
B. Jane Hayes	1571 Timberlane Road, Suite #126 Tallahassee, Florida 32312
Van P. Gecker, Esquire	2457 Care Drive Tallahassee, Florida 32308

ARTICLE X OFFICERS

The Corporation shall have a President, a Vice President and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

Name and Title	Address
William D. Crona, President	1571 Timberlane Road, Suite #126 Tallahassee, Florida 32312
B. Jane Hayes, Secretary/Treasurer	1571 Timberlane Road, Suite #126 Tallahassee, Florida 32312

ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint

venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.


**ARTICLE XII
FINANCIAL INFORMATION**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

**ARTICLE XIII
AMENDMENT**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 26th day of December, 2007.



William D. Crona
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

CMC OF TALLAHASSEE, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated Van P. Geeker, Esquire, 2457 Care Drive, Tallahassee, Florida 32308, as its initial registered office and is located at said address, as its initial Registered Agent.



William D. Crona
Incorporator

Date: 12/26/07

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Van P. Geeker, Esquire

Date: 12/26/07

FILED
2008 JAN -1 AM 8:31
SECRETARY OF STATE
TALLAHASSEE, FLORIDA