

Division of Corporations

Page 1 of 1

**P08000013955**Florida Department of State  
Division of Corporations  
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## FLORIDA PROFIT/NON PROFIT CORPORATION

FMA-II, Inc.

Certificate of Status	1
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Page Count	04
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Electronic Filing Menu

Corporate Filing Menu

Help

C.S. 2-7

H08000031996 3

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FMA-II, INC.**

The undersigned, for the purpose of forming a corporation under the "Florida Business Corporation Act," does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is FMA-II, Inc.

**ARTICLE II**

The principal place of business and mailing address of this Corporation shall be 1407 Union Avenue, Suite 400, Memphis, Tennessee 38104.

**ARTICLE III**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE IV**

This Corporation shall commence upon the filing of these Articles of Incorporation and shall have perpetual existence.

**ARTICLE V**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 100 shares of common stock having a par value of One Dollar (\$1.00) per share.

**ARTICLE VI**

The shareholders of the Corporation shall have the power to include in the bylaws, or by separate agreement adopted by a majority of the shareholders of the Corporation, any regulatory or restrictive provisions regarding the proposed sale, transfer, or other disposition of any of the outstanding stock of the Corporation by any of its shareholders, or in the event of the death of any of its shareholders. The manner and form, as well as the relevant terms, conditions, and details, of the disposition shall be determined by the shareholders of the Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice of the provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

H08000031996 3

#### ARTICLE VII

The name and address of the initial Registered Agent is:

R&A Agents, Inc.  
Attn: Steven W. Hubbard, Esq.  
2320 First Street, Suite 1000  
Fort Myers, FL 33901-2904

The Board of Directors from time to time may change the Registered Agent and move the Registered Office to any other address in the State of Florida, all in accordance with Florida law.

#### ARTICLE VIII

The number of directors to comprise the initial Board of Directors shall be three (3). Thereafter the number of directors shall be fixed by, or in the manner provided in, the bylaws of the corporation. The name and address of the initial Directors and the initial officers are:

##### Name and Address

##### Directorship/Office

Pace Cooper  
1407 Union Avenue  
Memphis, TN 38104

President and Director

David Cooper  
1407 Union Avenue  
Memphis, TN 38104

Vice President and Director

Laurie Cooper  
1407 Union Avenue  
Memphis, TN 38104

Secretary and Director

#### ARTICLE IX

The name and street address of the Incorporator of these Articles of Incorporation is:

Steven W. Hubbard  
2320 First Street, Suite 1000  
Fort Myers, FL 33901-2904

#### ARTICLE X

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

H08000031996 3

The undersigned has executed these Articles of Incorporation on this 6th day of February, 2008.

  
Steven W. Hubbard  
Incorporator

**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as Registered Agent and to accept service of process for the above-stated Corporation at the place designated in the foregoing Articles of Incorporation, hereby accepts the appointment as Registered Agent and agrees 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 this 6th day of February, 2008.

R&A Agents, Inc., an Ohio corporation

By:   
Steven W. Hubbard, Esq.

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