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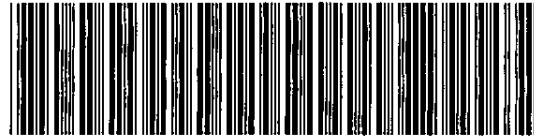
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2008 MAR 17 PM 12:48

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: FLINT RIVER MANAGEMENT CORP.

(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee
& Certificate of Status

☐ \$78.75
Filing Fee
& Certified Copy

☒ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: MARK G. DICOWDEN

Name (Printed or typed)

2785 NE 183 ST, STE 600

Address

AVENTURA, FL 33160

City, State & Zip

(305) 931-5260

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
FLINT RIVER MANAGEMENT CORP.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation for profit under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is: FLINT RIVER MANAGEMENT CORP.

ARTICLE II

Purpose

The corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under the Florida Business Corporations Act, and all amendments and supplements thereto, or any law enacted to take place thereof (collectively, the "Act").

ARTICLE III

Authorized Capital

The corporation is authorized to issue One Thousand (1,000) shares of common stock, with a par value of \$.01 per share

ARTICLE IV

Address

The principal address of the corporation is:

2785 NE 183 Street
Suite 600
Aventura, Florida 33160

The mailing address of the corporation is:

c/o Steven C. Klein
11776 W. Sample RD
Suite 105
Coral Springs, Florida, 33065

ARTICLE V

Address

The street address of the corporation's initial registered office is:

2785 NE 183 Street
Suite 600
Aventura, Florida 33160

The name of the initial registered agent at such office is:

Mark G. DiCowden

ARTICLE VI

Indemnification

(a) The corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Act, any person made, or threatened to be made a party to any action, suit or proceeding by reason of the fact that he: (i) is or was a director of the corporation; (ii) is or was an officer of the corporation, provided that he is or was at the time a director of the corporation; or (iii) is or was serving at the request of the corporation as a director, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise, provided that he is or was at the time a director of the corporation.

(b) Except for those persons entitled to indemnification pursuant to subparagraph (a) of the Article VI, the Board of Directors of the corporation shall have, unless otherwise expressly prohibited by the Act, the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he is or was an officer, employee or agent 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.

(c) Except for those persons entitled to indemnification pursuant to subparagraph (a) of this Article VI, no person may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

ARTICLE VII

Incorporator

The name and address of the incorporator of the corporation is:

Mark G. DiCowden
2785 NE 183 Street
Suite 600
Aventura, Florida 33160

ARTICLE VIII

Board of Directors

There shall be no initial Board of Directors. Until a Board of Directors is elected and shares are issued, the incorporator shall have all the rights and powers of a shareholder, including, without limitation, the power to elect a Board of Directors. The Board of Directors shall be elected as soon as convenient after filing these Articles.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 14TH day of March, 2008.



Mark G. DiCowden

ACCEPTANCE OF APPOINTMENT

AS

REGISTERED AGENT

Having been named as Registered Agent for the above-named corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree 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 am familiar with and accept the obligations of my position as registered agent.



Mark G. DiCowden, Registered Agent

2008 MAR 17 PM 12:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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