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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

J. Shivers JUN 12 2008

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**Attorneys at Law**

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SUITE 201  
JACKSONVILLE, FLORIDA 32225  
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REPLY TO:  
2500 MONUMENT ROAD, SUITE 201

June 9, 2008

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

**Re:    *The Michael J. Hughes Company***

Dear Sir or Madam:

Enclosed please find the original and one (1) copy of the Articles of Incorporation of The Michael J. Hughes Company. Also enclosed is our check in the amount of \$78.75, payable to the Florida Department of State, to cover your fees for filing, registration and certification.

If you have any questions, please feel free to contact me. Your assistance is greatly appreciated.

Very truly yours,

Lee S. Osborne

LSO/cys

Enclosures

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**ARTICLES OF INCORPORATION**  
**FOR**  
**THE MICHAEL J. HUGHES COMPANY**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I**

Name, Location and  
Mailing Address of Principal Office

The name of the corporation is THE MICHAEL J. HUGHES COMPANY. The principal office and mailing address of this corporation is 322 Chestnut Street, Winnetka, Illinois 60093.

**ARTICLE II**

Purpose

This corporation is organized for the purpose of transacting any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE III**

Capital Stock

This corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in Section 1361(c)(2)(or its successor section) of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a nonresident alien. The corporation is authorized to issue 1,000 shares of capital stock, of which 1,000 shares shall be held by Michael J. Hughes, each share having a par value of \$1.00.

**ARTICLE IV**

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 8713 Reedy Branch Drive, Jacksonville, Florida 32256, and the name of the initial registered agent of the corporation at that address is David Barnett.

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TALLAHASSEE, FLORIDA

## ARTICLE V

### Directors

This corporation shall initially have three directors. The number of directors may be increased or decreased from time to time but shall never be fewer than one nor more than five. The name, street address and title of the members(s) of the first Board of Directors of the corporation are:

<u>Name</u>	<u>Street Address</u>	<u>Title</u>
Michael J. Hughes	322 Chestnut Street Winnetka, IL 60093	President
David Barnett	8713 Reedy Branch Drive Jacksonville, FL 32256	Vice President/ Secretary
Carolyn R. Hughes	322 Chestnut Street Winnetka, IL 60093	Treasurer

## ARTICLE VI

### Incorporator

The name and street address of the incorporator of this corporation are Michael J. Hughes, 322 Chestnut Street, Winnetka, IL 60093.

## ARTICLE VII

### By-Laws

The initial By-Laws of this corporation shall be adopted by the director(s). By-Laws may be adopted, amended or repealed in the manner provided in the By-Laws by either the shareholders or the directors.

## ARTICLE VIII

### Restrictions on Transfer of Stock

The shareholders may, by By-Law provision or by shareholders' agreement recorded in the minutes book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE IX

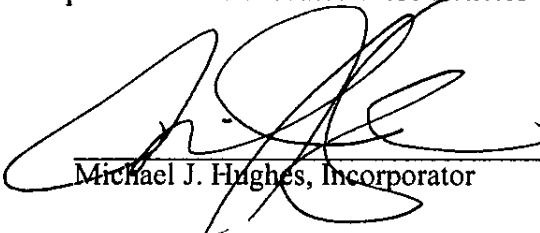
### Director Compensation

The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation in any form.

**ARTICLE X**  
**Indemnification**

The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

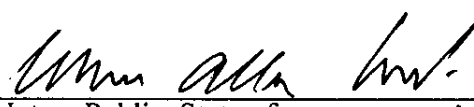
IN WITNESS WHEREOF, the incorporators have executed these Articles the 27<sup>th</sup> day of MAY, 2008.

  
\_\_\_\_\_  
Michael J. Hughes, Incorporator

STATE OF ILLINOIS  
COUNTY OF COOK

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of MAY, 2008 by Michael J. Hughes.



  
\_\_\_\_\_  
Notary Public, State of ILLINOIS

Print Name: WILLIAM A. WARD  
My Commission Expires: \_\_\_\_\_

Personally known ☒ or produced identification: \_\_\_\_\_

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR  
THE SERVICE OR PROCESS WITHIN THE STATE OF FLORIDA AND  
NAMING THE REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED

THE MICHAEL J. HUGHES COMPANY., desiring to organize under the laws of the State of Florida as a corporation, has named David Barnett, who maintains an address at 8713 Reedy Branch Drive, Jacksonville, Florida 32256, as its registered agent to accept service of process within this State, all in accordance with Section 607.034, Florida Statutes.

DATED this 27<sup>th</sup> day of May, 2008.

By:   
Michael J. Hughes, Incorporator

ACCEPTANCE

Having been named to accept service of process for the foregoing corporation, at the place designated in this certificate, and being familiar with the obligations of such position, I hereby agree to act in such capacity and agree to comply with the provisions of the laws of the State of Florida relative to maintaining such registered office.

DATED this 4<sup>th</sup> day of June, 2008.

  
David Barnett

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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