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DEPT. OF CORPORATIONS
DIVISION OF REGISTRATION
TALLAHASSEE, FLORIDA

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. UEL Management Corporation
(Corporation Name) (Document #)

2. _____
(Corporation Name) (Document #)

3. _____
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)



NEW FILINGS



AMENDMENTS



OTHER FILINGS



REGISTRATION/QUALIFICATION



Examiner's Initials

ARTICLES OF INCORPORATION
OF
UEL MANAGEMENT CORPORATION

FILED

2008 JUN 25 A 8:50

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the Corporation is **UEL MANAGEMENT CORPORATION** (hereinafter called the "Corporation").

ARTICLE II - PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of the Corporation is 17058 Whitehaven Drive, Boca Raton, Florida 33496.

ARTICLE III - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, \$.01 par value per share.

ARTICLE IV - INITIAL BOARD OF DIRECTORS

The Corporation's Board of Directors (the "Board") shall consist of not fewer than one (1) nor more than five (5) directors and shall initially consist of two (2) directors. The number of directors within these limits may be increased or decreased from time to time as provided in the By-laws of the Corporation. The names and addresses of the initial directors of the Corporation are as follows:

MONTE P. NATHANSON	17058 Whitehaven Drive Boca Raton, Florida 33496
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JUNE A. NATHANSON	17058 Whitehaven Drive Boca Raton, Florida 33496
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ARTICLE V - INITIAL REGISTERED AGENT

The name of the initial registered agent of the Corporation is Louis Nostro. The street address of the initial registered agent of the Corporation is 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE VI - INCORPORATOR

The name of the incorporator of the Corporation is Louis Nostro, and the address of the incorporator is c/o Shutts & Bowen, LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida 33131.

ARTICLE VII - LIMITATION ON DIRECTOR LIABILITY

A director shall not be personally liable to the Corporation or the holders of shares of capital stock for monetary damages for breach of fiduciary duty as a director, except (i) for any breach of the duty of loyalty of such director to the Corporation or such holders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 607.0831 of the Florida Business Corporation Act (the "FBCA") or (iv) for any transaction from which such director derives an improper personal benefit. If the FBCA is hereafter amended to authorize the further or broader elimination or limitation of the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended. No repeal or modification of this Article VII shall adversely affect any right of or protection afforded to a director of the Corporation existing immediately prior to such repeal or modification.

ARTICLE VIII - INDEMNIFICATION

The Corporation shall indemnify and advance expenses to, and may purchase and maintain insurance on behalf of, its officers and directors to the fullest extent permitted by law as now or hereafter in effect. Without limiting the generality of the foregoing, the By-laws may provide for indemnification and advancement of expenses to officers, directors, employees and agents on such terms and conditions as the Board may from time to time deem appropriate or advisable.

ARTICLE IX - BY-LAWS

The Board shall have the power to adopt, amend or repeal the By-laws of the Corporation or any part thereof.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be altered, amended or repealed by the shareholders of the Corporation in accordance with the applicable provisions of Florida law.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation this 17 day of June, 2008.



LOUIS NOSTRO, Incorporator

CONSENT OF REGISTERED AGENT

OF

UEL MANAGEMENT CORPORATION

The undersigned, **LOUIS NOSTRO**, whose business address is c/o Shutts & Bowen, LLP, 201 South Biscayne Boulevard, Suite 1600, Miami, Florida, 33131, hereby accepts appointment as the initial registered agent of **UEL MANAGEMENT CORPORATION**, a Florida corporation, and accepts the obligations provided for in Section 607.0505, Florida Statutes.



LOUIS NOSTRO, Registered Agent

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