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DIVISION OF CORPORATION

DOMESTICATION

WURLITZER PROPERTIES, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$128.75

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# CERTIFICATE OF DOMESTICATION

The undersigned, Frederick P. Wurlitzer, President  
(Name) (Title)

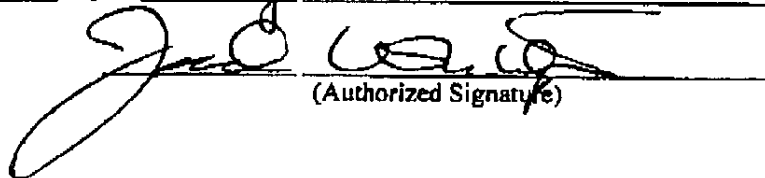
of Wurlitzer Properties, Inc. a foreign corporation,  
(Corporation Name)

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

1. The date on which corporation was first formed was January 26, 1976.
2. The jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was California.
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Wurlitzer Properties, 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 Wurlitzer Properties, 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 California.
6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to s. 607.1801.

I am Frederick P. Wurlitzer, of Wurlitzer Properties, Inc.

and am authorized to sign this Certificate of Domestication on behalf of the corporation and have done so this the 29<sup>th</sup> day of August, 2008.

  
(Authorized Signature)

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

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ARTICLES OF INCORPORATION

OF

WUHLITZER PROPERTIES, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes, hereby adopts the following Articles of Incorporation:

Article 1. Name. The name of the Corporation is:

WUHLITZER PROPERTIES, INC.

Article 2. Mailing Address. The mailing address of the Corporation is:

2501 S. Tamiami Trail  
Sarasota, Florida 34239

Article 3. Duration. The duration of the Corporation is perpetual.

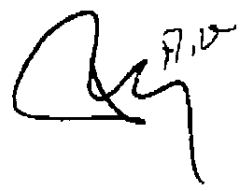
Article 4. Purpose. The general purposes for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this general purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 5. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue and have outstanding at any time shall be:

<u>Number of Shares</u>	<u>Par Value of Shares</u>	<u>Class of Stock</u>
400,000	\$1.00	Class A Common
400,000	\$1.00	Class B Common



Fax Audit No. H08000211391 3

Each share of Class A common stock shall entitle its holder to one (1) vote with respect to any actions to be taken by the shareholders of this Corporation. None of the shares of Class B common stock shall carry any voting rights, including no right to vote for the election of directors of the Corporation, no voting as to further issuance of shares of the Corporation, and no right to vote on any matter presented to the shareholders for their vote or approval.

Each share of Class A common stock and Class B common stock shall share in such distributions of profits of this Corporation as are declared and paid from time to time by the Board of Directors.

No shareholder of either class of stock shall be entitled to preemptive rights with respect to the issuance of additional shares of stock of either class. There shall be no cumulative voting. Additional shares of Class A common stock or Class B common stock in the Corporation may be issued at the discretion of Class A stockholders representing a majority in interest of the issued and outstanding Class A Shares, even if existing stockholders' rights are diluted. This ARTICLE 5 may be amended by the Class A stockholders representing a majority in interest of the issued and outstanding Class A Shares without the consent of the Class B stockholders, even if existing stockholders' rights are diluted, reduced, or eliminated.

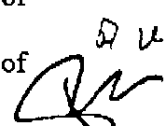
Article 6. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 50 Central Avenue, Suite 700, Sarasota, Florida 34236, and the name of its initial Registered Agent at that address is David M. Silberstein.

Article 7. Incorporator. The name and address of the Incorporator is as follows:  
Frederick P. Wurlitzer 2501 S. Tamiami Trail  
Sarasota, Florida 34239

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

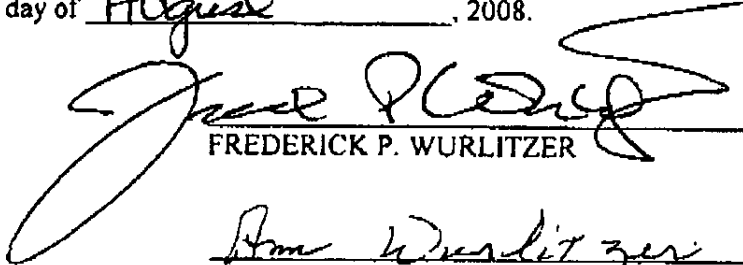
Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

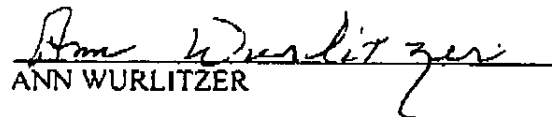
Article 10. Commencement of Corporate Existence. In accordance with Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of execution by the incorporator of these Articles of Incorporation. In the event these Articles of

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Incorporation are not filed within the time period set forth in Section 607.0203, Florida Statutes, the date when corporate existence shall commence is the date of filing by the Secretary of State.

IN WITNESS WHEREOF, the undersigned Incorporators have signed these Articles of Incorporation on this 30<sup>th</sup> day of August, 2008.

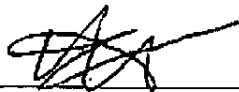
  
FREDERICK P. WURLITZER

  
ANN WURLITZER

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment as Registered Agent of WURLITZER PROPERTIES, INC. which is contained in the foregoing Articles of Incorporation, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties, and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 30<sup>th</sup> day of August, 2008.



\_\_\_\_\_  
DAVID M. SILBERSTEIN  
Registered Agent

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