

Division of Corporations

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Florida Department of State  
Division of Corporations  
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## To:

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## From: GAIL S ANDRE

Account Name : LOWMEES, DROSDICK, DOSTER, KANTOR & REED, P.A.  
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PLEASE ARRANGE FILING OF THE ATTACHED ARTICLES OF INCORPORATION AND RETURN A CERTIFICATION TO ME AS SOON AS POSSIBLE. THANK YOU.

## FLORIDA PROFIT/NON PROFIT CORPORATION

FS HOLDCO, INC.

Certificate of Status	0
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Page Count	05
Estimated Charge	\$78.75

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
FS HOLDCO, INC.**

The undersigned, acting as incorporator of FS HOLDCO, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE I. NAME**

The name of the corporation is FS HOLDCO, INC.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

The existence of the corporation will commence on the date of filing of these Articles of Incorporation.

**ARTICLE III. PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE IV. AUTHORIZED SHARES**

The total number of shares of all classes of stock which the corporation shall have authority to issue and have outstanding at any one point in time is ten million (10,000,000) shares of common stock, par value \$.01 per share. The consideration to be paid for each share shall be fixed by the Board of Directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed for the corporation, with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

**ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and street address of the initial principal office of the corporation is 3300 University Blvd., Suite 218, Winter Park, Florida 32792. The name of the corporation's

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initial registered agent is James F. Heekin, Jr., whose address is 215 N. Eola Drive, Orlando, Florida 32801.

#### **ARTICLE VI. INITIAL BOARD OF DIRECTORS**

The number of Directors of this corporation shall be three.

The number of Directors may be increased or diminished from time to time by Bylaws adopted by the affirmative vote of seventy-five percent (75%) of the shareholders, but the number of Directors shall never be less than one.

All shareholders are entitled to cumulate their votes for Directors by multiplying the number of votes to be cast by the number of directors for whom they are entitled to vote and casting the product for a single candidate or distributing the product among two or more candidates.

The provisions of this Article VI may be amended only by the affirmative vote of seventy-five percent (75%) of the shareholders.

#### **ARTICLE VII. INCORPORATORS**

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
James F. Heekin, Jr.	215 N. Eola Drive Orlando, Florida 32801

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

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#### **ARTICLE VIII. BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaws adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE IX. AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

#### **ARTICLE X. AFFILIATED TRANSACTIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0901, Florida Statutes, regarding affiliated transactions, as defined in Section 607.0901(1)(b). This election is being made pursuant to Section 607.0901(5)(a).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

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**ARTICLE XI. CONTROL-SHARE ACQUISITIONS**

The corporation expressly elects not to be governed by the provisions of Section 607.0902, Florida Statutes, regarding control-share acquisitions, as defined in Section 607.0902(2). This election is being made pursuant to Section 607.0901(5).

The corporation reserves the right to amend, alter, change, or repeal this provision in the manner prescribed by these Articles of Incorporation and applicable law, and all rights conferred on shareholders are subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of incorporation this 1st day of December, 2008.



James F. Heckin, Jr.  
Incorporator

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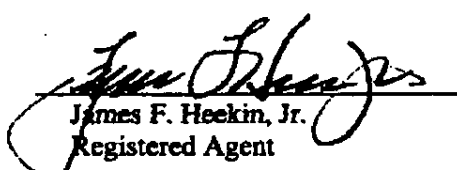
(CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.)

Pursuant to Section 48.091, Florida Statutes, the following is submitted:

That FS HOLDCO, INC. desiring to organize under the laws of the State of Florida with its initial principal office and mailing address at 3300 University Blvd., Suite 218, Winter Park, Florida 32792, City of Winter Park, County of Orange, State of Florida, as indicated in the Articles of Incorporation, has named James F. Heekin, Jr., located at 215 N. Eola Drive, City of Orlando, County of Orange, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity and to comply with the provisions of the Florida Business Corporation Act relative to keeping open the registered office.

  
James F. Heekin, Jr.  
Registered Agent

**FILED**  
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