

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H09000220225 3)))



H090002202253ABCW

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6381

From:

Account Name : ANSBACHER & SCHNEIDER, PA
Account Number : 072647001172
Phone : (904)296-0100
Fax Number : (904)296-2842

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 OCT 14 PM 12:38

FLORIDA PROFIT/NON PROFIT CORPORATION

ACT First Coast, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

RECEIVED
09 OCT 14 AM 8:21
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

10/15/09

2009 OCT 14 PM 12:38

their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter, improve any buildings or other structures now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms or part of any buildings or other structures, at any time owned or held by the Corporation.

6. To guarantee, purchase, hold, vote, sell, assign, transfer, mortgage, pledge or otherwise dispose of shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this State or any other state, country, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership; to receive, collect and dispose of dividends, interests or other income on any such securities held by it, and do any and all acts and things tending to increase the value of said Corporation; to issue bonds, debentures, or obligations of this Corporation from time to time and secure the same by pledge, mortgage or deed of trust of or upon any part of such securities or other property held or owned by the company and to sell or pledge such bonds for proper corporate purposes and in the promotion of its Corporation business; to purchase, receive, hold and dispose of any securities of any person or corporation, whether such securities shall be bonds, mortgages, debentures, notes, shares of capital stock or otherwise, and in respect to any such securities, to exercise any and all rights and privileges of ownership thereof, and generally to act as investment brokers, agents or principals. To borrow and lend money either with or without security, and negotiate loans; to draw, accept, endorse, buy and sell promissory notes, bonds, stocks, debentures, coupons and other securities; to issue on commission, subscribe for, take, acquire, hold, sell, exchange and deal in shares, stocks, bonds, obligations and securities of any government, authority, or company; to form, promote, subsidize and assist companies, syndicates or partnerships of all kinds, and to finance and refinance the same.

8. To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this Corporation.

10. To have one or more offices to carry on all or any of its operations and businesses and without restriction or limit as to amounts; to purchase or otherwise acquire, hold, own, mortgage, sell, convey or otherwise dispose of real and personal property of every class and

2

description in any of the states, districts, territories, or colonies of the United States and in any and all foreign countries, subject to the laws of such state, district, territory, colony or country.

12. To, in general, carry on and transact any business in connection with or auxiliary to the foregoing, to have and exercise all of the powers conferred by the laws of Florida upon corporations, and to do any or all of the things hereinabove set forth to the same extent as natural persons might or could do.

ARTICLE IV

Said stock may be issued for such consideration having a value not less than the par value of the shares issued therefor as is determined from time to time by the Board of Directors; however, neither promissory notes nor future services shall constitute payment or part payment for the issuance of shares of stock of this Corporation.

The street address of the initial registered office of this Corporation is 5150 Belfort Road, Building 100, Jacksonville, Florida 32256, and the name of its initial registered agent at such address is Ansbacher & Schneider, P.A.

3

ARTICLE VI

This Corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one. The name and address of the initial director of this Corporation is:

David Reichard
4190 Belfort Rd. Suite 420
Jacksonville, FL 32216

Any one or more of the directors or officers may be removed either with or without cause at any time by the shareholders voting a majority of the common stock of the Corporation issued and outstanding and entitled to vote, at any meeting of shareholders called expressly for that purpose. If the office of any director, one or more, becomes vacant by reason of death, resignation, retirement, disqualification, removal from office, or otherwise, the shareholders shall, at a special meeting called for that purpose, by a majority vote of all of the shareholders holding the common stock of the Corporation issued and outstanding and entitled to vote, choose a successor or successors who shall hold office for the unexpired term in respect of which such vacancies occurred.

ARTICLE VII

The name and address of the incorporator is:

Michael N. Schneider
P.O. Box 551260
Jacksonville, Florida 32255

ARTICLE VIII

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors and the shareholders; provided, however, that any bylaws adopted by the shareholders may not be altered, amended or repealed by the Board of Directors.

ARTICLE IX

Each shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price at which it is offered to others, a pro rata portion of:

(1) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

(2) Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

H09000220225 3

ARTICLE X

No contract or other transaction between the Corporation and one or more of its directors or any other Corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board, a committee, or the shareholders.

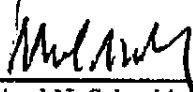
ARTICLE XI

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendments hereto, and any right conferred upon the shareholders is subject to this reservation.

Executed by the undersigned, this 14th day of October, 2009.



Michael N. Schneider, Incorporator

H09000220225 3

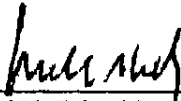
H09000220225 3

CERTIFICATE

DESIGNATING REGISTERED AGENT AND PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE

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

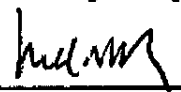
That ACT First Coast, Inc., desiring to organize under the laws of the State of Florida with its registered office, as indicated in the Articles of Incorporation, in the City of Jacksonville, County of Duval, State of Florida, has named Ansbacher & Schneider, P.A., 5150 Belfort Road, Building 100, Jacksonville, County of Duval, State of Florida, as its agent to accept service of process within the State of Florida.



Michael N. Schneider, Incorporator

ACKNOWLEDGMENT

Having been named to accept service of process for the above-named Corporation; at the place designated in this Certificate, I hereby accept such appointment and agree to act in this capacity, and agree to comply with the provisions of law relating to keeping said office open.

By: 

Michael N. Schneider, Esq. for
Ansbacher & Schneider, P.A., Registered Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2009 OCT 14 PM 12:38

H09000220225 3