

02/09/10 1:20 FAX

GUNSTER

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Division of Corporations

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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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DOMESTICATION
REPUBLIC DEVELOPMENT OF CONNECTICUT, INC.

Certificate of Status	1
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February 3, 2010

FLORIDA DEPARTMENT OF STATE

Division of Corporations

GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH)

SUBJECT: REPUBLIC DEVELOPMENT, INC.

REF: W10000005536

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Certificate of Domestication page needs the name and title of officer or director.

You must list at least one incorporator with a complete business street address.

If you have any further questions concerning your document, please call (850) 245-6973.

Claretha Golden
Regulatory Specialist II
New Filing Section

FAX Aud. #: H10000022987
Letter Number: 110A00002800


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 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

CERTIFICATE OF DOMESTICATION
FOR
REPUBLIC DEVELOPMENT OF CONNECTICUT, INC.
Cross Reference
REPUBLIC DEVELOPMENT, INC.

I, HUGH HALSELL, in my capacity as Personal Representative of the Estate of RICHARD S. HALSELL, and as sole Director of REPUBLIC DEVELOPMENT, INC., a Connecticut corporation (the "Corporation"), in accordance with section 607.1801, Florida Statutes, does hereby certify:

1. The Corporation was first incorporated on May 7, 1971 in the jurisdiction of Connecticut.
2. The Corporation qualified to transact business in the State of Florida as a foreign corporation on January 5, 1977, in the name of REPUBLIC DEVELOPMENT OF CONNECTICUT, INC. as the name REPUBLIC DEVELOPMENT, INC. was unavailable at that time (Document No.: 837655).
3. The name of the corporation immediately prior to the filing of this Certificate of Domestication in the State of Connecticut is REPUBLIC DEVELOPMENT, INC.
4. The name of the corporation as set forth in its attached Articles of Incorporation to be filed concomitantly with this Certificate of Domestication in accordance with subsection (2)(b) of Section 607.1801 of the Florida Statutes is REPUBLIC DEVELOPMENT, INC.
5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the Corporation, or other equivalent thereto under applicable law immediately prior to the filing of this Certificate of Domestication is Connecticut.

I, HUGH HALSELL of New Canaan, Connecticut, in my capacity as Personal Representative of the Estate of RICHARD S. HALSELL, and as sole Director of the Corporation, am authorized to sign this Certificate of Domestication on behalf of the Corporation, and have done so this 7th day of February, 2010.


 HUGH HALSELL, Personal Representative of the
 Estate of RICHARD S. HALSELL, Sole Director

WPB 1024913.4

**ARTICLES OF INCORPORATION
FOR
REPUBLIC DEVELOPMENT, INC.
(A Florida For Profit Corporation)**

The undersigned, for the purposed of forming a corporation under the laws of the State of Florida, pursuant to Section 607.0120 of the Florida Business Corporation Act (the "Act"), hereby adopts the following Articles of Incorporation:

ARTICLE I - Name:

The name of the corporation is **Republic Development, Inc.**

ARTICLE II - Address:

The street address and the mailing address of the principal office of the Corporation is:

**54 Gerrish Lane
New Canaan, CT 06840**

ARTICLE III - Purpose:

This Corporation is organized to conduct any or all lawful business pursuant to the Florida Statutes and these Articles of Incorporation.

ARTICLE IV - Shares

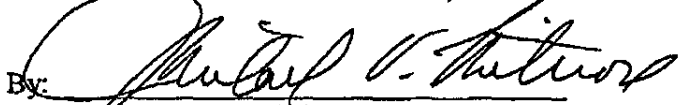
The number of shares of stock that this Corporation is authorized to have outstanding at any one time is **5,000** shares of Common Stock with a Par Value of **\$1.00** per share.

ARTICLE V - Registered Agent, Registered Office, & Registered Agent's Signature:

**GY Corporate Services, Inc.
777 South Flagler Drive
Suite 500 East
West Palm Beach, FL 33401**

Having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, GY Corporate Services Inc. hereby accepts the appointment as registered agent and agrees to act in this capacity. GY Corporate Services Inc. further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and GY Corporate Services Inc. is familiar with and accepts the obligations of its position as registered agent as provided for in Chapter 607, F.S.

GY CORPORATE SERVICES, INC.

By: 
Michael V. Mitrione, Vice President

ARTICLE VI – Incorporator:

LISA SCHNEIDER
Gunster, Yoakley & Stewart, P.A.
777 South Flagler Drive, Ste. 500E
West Palm Beach, Florida 33401

ARTICLE VII – Indemnification:

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently Sections 607.0850(1) and (2) of the Florida Statutes), as the same may be amended from time to time (the “Act”), the Corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of such Act (subject to any limitations contained in an agreement entered into by such person and the Corporation), from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (collectively, “proceeding”) (other than in a proceeding (a) initiated by such person (unless authorized by the Board of Directors of the Corporation), or (b) wherein the corporation and such person are adverse parties except for proceedings brought derivatively or by any receiver or trustee) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent.

Expenses (including attorney’s fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative proceeding shall be paid by the corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this section. Such expenses (including attorneys’ fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate.

The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

ARTICLE VIII – Amendment:

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder(s) is subject to this reservation.

ARTICLE IX - Bylaws:

The Bylaws may be adopted, altered, amended, or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any Bylaw adopted by shareholders of the Corporation if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 8 day of February, 2010.

REQUIRED SIGNATURE:
Lisa A. Schneider, Incorporator

(In accordance with Section 607.0120, Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

WPB 1024918.3

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