

2010-Oct-21 03:56pm

From Baker & Hostetler

47 1 0408

-709 P.001006 F-556

P10000086617

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

397379

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.

((H10000230894 3)))



H100002308943ABC

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 : BAKER & HOSTETLER LLP  
Account Number : 119990000077  
Phone : (407)649-4043  
Fax Number : (407)841-0168

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

Email Address: LBergstresser@bakerlaw.com

FLORIDA PROFIT/NON PROFIT CORPORATION

HRH Newco Corporation

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

PS 10/22/10

## CONSENT FOR USE OF NAME

Effective as of October 21, 2010

Florida Secretary of State  
Division of Corporations  
Tallahassee, Florida 32301

Re: HRH Newco Corporation  
Florida Document ID: P10000055208

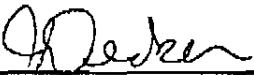
Dear Sir or Madam:

This Consent for Use of Name (the "Consent") is submitted with the Articles of Incorporation (the "Articles") of HRH Newco Corporation to form a new Florida corporation (the "New Entity"). HRH Newco Corporation, Florida Document ID Number P10000055208 (the "Dissolved Entity") submitted Articles of Dissolution to the Florida Secretary of State (the "State") on October 19, 2010 and requests that the State allow this letter to serve as the Consent of the Dissolved Entity for the use of the name "HRH Newco Corporation" in connection with the filing of the Articles to form the New Entity with the State.

Thank you for your assistance.

Very truly yours,

A.G.Co. Co., Incorporator

By:   
Jeffrey E. Decker, Vice President,  
On behalf of Dissolved Entity

FILED  
OCT 21 PM 12:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
HRH NEWCO CORPORATION

ARTICLE I

Name and Duration

The name of the Corporation is HRH Newco Corporation. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The street address of the principal office of the Corporation is 3400 Copter Road, Pensacola, Florida 32514.

ARTICLE III

Registered Office and Agent

The address of the registered office in the State of Florida is 3400 Copter Road, Florida 32514, in the City of Pensacola, County of Escambia, 32514. The name of the registered agent at such address is Gordon Wuthrich.

ARTICLE IV

Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

ARTICLE V

Capital Stock

The total number of shares of capital stock which the Corporation has the authority to issue is 1,000 shares of Common Stock ("Common Stock"), \$.01 par value per share.

## ARTICLE VI

### Incorporator

The name and mailing address of the incorporator of this Corporation is as follows:

<u>Name</u>	<u>Address</u>
A.G.C. Co.	200 South Orange Avenue SunTrust Center, Suite 2300 Post Office Box 112 Orlando, Florida 32802

## ARTICLE VII

### Board of Directors

1. The number of members of the Board of Directors may be increased or diminished from time to time as provided by the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.
2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.
3. The names and addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Willis Muller	3400 Copter Road Pensacola, Florida 32514
Merle Mullet	3400 Copter Road Pensacola, Florida 32514
Dr. Dan Miller	3400 Copter Road Pensacola, Florida 32514
Gordon Wuthrich	3400 Copter Road Pensacola, Florida 32514

## ARTICLE VIII

### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

FILED

OCT 21 PM 12:47

ARTICLE IX

Bylaws

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE X

Indemnification

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

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record these Articles of Incorporation, and does certify that the facts herein stated are true; and I have accordingly hereunto set my hand and seal.

DATED at Orlando, Orange County, Florida, this 21<sup>st</sup> day of October, 2010.

Incorporator:

A.G.C. Co.

By: Jeffrey E. Decker

Name: Jeffrey E. Decker

Title: Vice President

10/21/2010 11:02 FAX 8049978102

FILED

OCT 21 PM 12:47

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

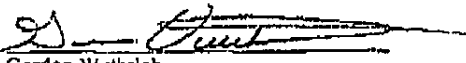
In pursuance of the Florida Business Corporation Act, the following is submitted, in compliance with said statute:

That HRH Newco Corporation, desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation at the City of Pensacola, County of Escambia, State of Florida, has named Gordon Wuthrich, located at said registered office, as its registered agent to accept service of process and perform such other duties as are required in the State.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in this certificate, the undersigned, hereby accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of the position as registered agent.

Dated: October 21, 2010.

  
Gordon Wuthrich