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Division of Corporations  
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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Marc Properties Management, Inc.**

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Corporate Filing Menu

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H11000082501 3

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11 MAR 29 PM 1:31

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TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
MARC PROPERTIES MANAGEMENT, INC.**

The undersigned, acting as the Incorporator of MARC PROPERTIES MANAGEMENT, INC., a Florida corporation (the "Corporation"), pursuant to Chapter 607 of the Florida Statutes, hereby forms a corporation for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for the Corporation:

**ARTICLE I - NAME**

The name of the Corporation is MARC PROPERTIES MANAGEMENT, INC. The street address of the initial principal office of the Corporation shall be 1101 N. Wymore Rd., Suite 100, Winter Park, Florida 32789. The initial mailing address of the Corporation shall be P.O. Box 1720, Winter Park, Florida 32790.

**ARTICLE II - CORPORATE EXISTENCE**

The Corporation will exist commencing on the date of filing these Articles of Incorporation with the Florida Department of State.

**ARTICLE III - DURATION**

The Corporation shall exist perpetually.

**ARTICLE IV - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful businesses for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE V - CAPITAL STOCK**

The maximum number of shares of capital stock which this Corporation shall have authority to issue is Twenty Thousand (20,000), consisting of Ten Thousand (10,000) shares of Class A Voting Common Stock, \$.01 par value (the "Class A Common Stock"), and Ten Thousand (10,000) shares of Class B Non-Voting Common Stock, \$.01 par value (the "Class B Common Stock"). The Class A Common Stock and the Class B Common Stock are hereinafter referred to collectively as the "Common Stock". The preferences, qualifications, limitations, restrictions and the special or relative rights of the shares of the Class A Common Stock and the Class B Common Stock shall be identical in all respects except solely with respect to voting rights. The preferences, qualifications, limitations, restrictions and the special or relative rights of the Common Stock are as follows:

**SECTION 1. Common Stock - General Provisions.** Each share of Common Stock shall be equal to every other share of Common Stock, except as otherwise provided herein or required by law.

H11000082501 3

Shares of Common Stock authorized hereby shall not be subject to preemptive rights. The holders of shares of Common Stock now or hereafter outstanding shall have no preemptive right to purchase or have offered to them for purchase any of such authorized but unissued shares, or other equity securities issued or to be issued by the Corporation.

The holders of shares of Common Stock shall be entitled to receive such dividends (payable in cash, stock or otherwise) as may be declared on the Common Stock by the Board of Directors at any time or from time to time out of any funds legally available therefor.

In the event of any voluntary or involuntary liquidation, distribution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive all of the remaining assets of the Corporation available for distribution to its stockholders, ratably in proportion to the number of shares of Common Stock held by them.

**SECTION 2. Common Stock - Voting Rights; Dividends and Other Distributions.**

(a) Voting Rights. The shares of Common Stock shall have the following voting rights:

(i) Class A Common Stock. Each share of Class A Common Stock shall entitle the holder thereof to one (1) vote upon all matters upon which stockholders have the right to vote. Except as otherwise required by applicable law, the holders of shares of Class A Common Stock shall vote together as one class on all matters submitted to a vote of stockholders of the Corporation.

(ii) Class B Common Stock. Each share of Class B Common Stock shall carry no right to vote for the election of directors of the Corporation and no right to vote on any matter presented to the stockholders for their vote or approval, except as expressly required by applicable law.

(b) Dividends and Distributions. Holders of Common Stock shall be entitled to such dividends and other distributions in cash, stock or property of the Corporation as may be declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefor; provided, however, that in no event may the rate of any dividend payable on outstanding shares of any class of Common Stock be greater than the dividend rate payable on outstanding shares of the other class of Common Stock. All dividends and distributions on the Class A Voting Common Stock payable in stock of the Corporation shall be made in shares of Class A Voting Common Stock, and all dividends and distributions on the Class B Non-Voting Common Stock payable in stock of the Corporation shall be made at the same dividend rate per share in shares of Class B Non-Voting Common Stock. In no event will shares of any class of Common Stock be split, divided or combined unless the outstanding shares of the other class of Common Stock shall be proportionately split, divided or combined.

H11000082501 3

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**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the Corporation shall be:

1101 N. Wymore Rd.  
Winter Park, Florida 32789

The name of the initial registered agent of the Corporation at that address shall be:

Frank A. Hamner, P.A.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

A. The Corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws, but shall never be fewer than one.

B. The name and address of the initial director of the Corporation is as follows:

<u>Name</u>	<u>Street Address</u>
Roger W. Holler, III	1101 N. Wymore Rd., Suite 100 Winter Park, Florida 32789

**ARTICLE VIII - INCORPORATOR**

The name and address of the person signing these Articles is:

<u>Name</u>	<u>Address</u>
Roger W. Holler, III	1101 N. Wymore Rd., Suite 100 Winter Park, Florida 32789

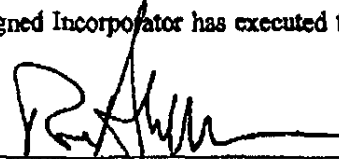
**ARTICLE IX - BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**ARTICLE X - 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 shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29<sup>th</sup> day of March, 2011.

  
Roger W. Holler, III, Incorporator

H11000082501 3

H11000082501.3

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## CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

MARC PROPERTIES MANAGEMENT, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, having been named as registered agent for the above named Corporation, at the place designated in the foregoing Articles of Incorporation, hereby accepts such designation and agrees to act in such capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent. I am familiar with, and accept the duties and obligations of, Section 607.0505 of the Florida Statutes.

FRANK A. HAMNER, P.A.  
a Florida professional association

By: Name: FRANK A. HAMNERTitle: PRESIDENT

H11000082501.3