

P11000084680

Florida Department of State  
Division of Corporations  
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.

((H11000233278 3))



H110002332783ABC.

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 : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (850)222-1092  
Fax Number : (850)878-5368

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 SEP 26 PM 4: 58

RECEIVED

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

Email Address: \_\_\_\_\_

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 SEP 26 PM 12: 12

RECEIVED

FLORIDA PROFIT/NON PROFIT CORPORATION

~~MCA Holdings, Inc.~~

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

GOTTLIEB Holdings, Inc.



September 26, 2011

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

CT CORPORATION SYSTEM

SUBJECT: MGA HOLDINGS, INC.  
REF: W1100049537

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 name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6995.

Jessica A Fason  
Regulatory Specialist II

FAX Aud. #: H11000233278  
Letter Number: 011A00022120

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 SEP 26 PM 12:12



ARTICLES OF INCORPORATION  
OF  
GOTTLIEB HOLDINGS, INC.

ARTICLE ONE

NAME

The name of the corporation is Gottlieb Holdings, Inc.

ARTICLE TWO

The address of the corporation's principal office in the State of Florida is 13759 Pare Drive, Palm Beach Gardens, Florida 33410.

ARTICLE THREE

ADDRESS OF REGISTERED AGENT

The address of the corporation's registered office in the State of Florida is CT Corporation System, 1200 S. Pine Island Rd., Plantation, Florida 33324. The name of its registered agent at such address is CT Corporation.

ARTICLE FOUR

PURPOSE

The nature of the business or the purpose to be conducted or promoted is to engage in any lawful act or activity for which corporations may be organized under the Business Corporation Act of the State of Florida, as amended (the "Act").

ARTICLE FIVE

CAPITAL STOCK

(a) Designation and Amount. The total number of shares of stock which the corporation has authority to issue is One Million One Hundred (1,000,100) shares, consisting of One Million One Hundred (1,000,100) shares of Common Stock, par value \$0.001 per share.

(b) Common Stock.

(i) Classes of Common Stock. Of the One Million One Hundred (1,000,100) shares of Common Stock which the corporation is authorized to issue, One Hundred (100) shares shall be Voting Common Stock and One Million (1,000,000) shares shall be Non-Voting Common Stock.

(ii) Rights of the Common Stock. Except as set forth in Article 5(b)(iii) and (iv) below, the Voting Common Stock and the Non-Voting Common Stock shall have the same rights and preferences and shall be treated as one class of Common Stock.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 SEP 26 PM 12:12

(iii) Dividend Rights of the Holders of Common Stock. The board of directors may declare a dividend upon the Common Stock, whether voting or non-voting, out of the unrestricted and unreserved surplus of the corporation, and the holders of the Common Stock shall share ratably in any such dividend in proportion to the number of shares of Common Stock held by each such holder. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the corporation, the remaining assets of the corporation shall be distributed ratably among the holders of the Common Stock in proportion to the number of shares held by each such holder.

(iv) Voting Rights. Except as otherwise provided by the Act, by these articles of incorporation or any amendments thereto, all of the voting power of the corporation shall be vested in the holders of the Voting Common Stock, and each holder of Voting Common Stock shall have One (1) vote for each share of Common Stock held by such holder on all matters voted upon by the stockholders. The Non-Voting Common Stock shall not have any voting power, except as otherwise required by the Act.

(A) Stock Splits. If the corporation in any manner subdivides or combines the outstanding shares of one class of Common Stock, the outstanding shares of the other class of Common Stock shall be proportionately subdivided or combined in a similar manner.

ARTICLE SIX

INCORPORATOR

The name and address of the incorporator are:

Lisa J. Falenski  
Morgan, Lewis & Bockius LLP  
One Oxford Centre  
Thirty-Second Floor  
Pittsburgh, PA 15219-6401

ARTICLE SEVEN

EXISTENCE

The corporation is to have perpetual existence.

ARTICLE EIGHT

BYLAWS

In furtherance and not in limitation of the powers conferred by statute, the board of directors of the corporation is expressly authorized to make, alter or repeal the bylaws of the corporation.

ARTICLE NINE

MEETINGS OF STOCKHOLDERS

Meetings of stockholders may be held within or without the State of Florida, as the bylaws of the corporation may provide. The books of the corporation may be kept outside the State of Florida at such place or places as may be designated from time to time by the board of directors or in the bylaws of the

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 SEP 26 PM 12:12

RECEIVED

corporation. Election of directors need not be by written ballot unless the bylaws of the corporation so provide.

## ARTICLE TEN

### INDEMNIFICATION

(a) Nature of Indemnity. Each person who was or is a party or is threatened to be made a party to or is involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (hereinafter a "proceeding"), by reason of the fact that he (or a person of whom he is the legal representative), is or was a director or officer of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary, or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such proceeding is an alleged action in an official capacity as a director, officer, employee, fiduciary or agent or in any other capacity while serving as a director, officer, employee, fiduciary or agent, shall be indemnified and held harmless by the corporation to the fullest extent which it is empowered to do so by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights than said law permitted the corporation to provide prior to such amendment) against all cost, expense, liability and loss (including attorneys' fees actually and reasonably incurred by such person in connection with such proceeding) and such indemnification shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except as provided in paragraph (b) of this Article Ten, the corporation shall indemnify any such person seeking indemnification in connection with a proceeding initiated by such person only if such proceeding was authorized by the board of directors of the corporation. The right to indemnification conferred by this Article Ten shall be a contract right and, subject to paragraphs (b) and (d) of this Article Ten, shall include the right to payment by the corporation of the expenses incurred in defending any such proceeding in advance of its final disposition. The corporation may, by action of the board of directors, provide indemnification to employees and agents of the corporation with the same scope and effect as the foregoing indemnification of directors and officers.

(b) Procedure for Indemnification of Directors and Officers. Any indemnification of a director or officer of the corporation under paragraph (a) of this Article Ten or advance of expenses under paragraph (d) of this Article Ten shall be made promptly, and in any event within Thirty (30) days, upon the written request of the director or officer. If a determination by the corporation that the director or officer is entitled to indemnification pursuant to this Article Ten is required, and the corporation fails to respond within Sixty (60) days to a written request for indemnity, the corporation shall be deemed to have approved the request. If the corporation denies a written request for indemnification or advancing of expenses, in whole or in part, or if payment in full pursuant to such request is not made within Thirty (30) days, the right to indemnification or advances as granted by this Article Ten shall be enforceable by the director or officer in any court of competent jurisdiction. Such person's costs and expenses incurred in connection with successfully establishing his right to indemnification, in whole or in part, in any such action shall also be indemnified by the corporation. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the corporation) that the claimant has not met the standards of conduct which make it permissible under the Act for the corporation to indemnify the claimant for the amount claimed, but the burden of such defense shall be on the corporation. Neither the failure of the corporation (including the board of directors, independent legal counsel, or its stockholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the Act, nor an actual determination by the corporation (including its

11 SEP 26 PM 12:12

board of directors, independent legal counsel, or its stockholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that the claimant has not met the applicable standard of conduct.

(c) Insurance. The corporation may purchase and maintain insurance on its own behalf and on behalf of any person who is or was a director, officer, employee, fiduciary, or agent of the corporation or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity, whether or not the corporation would have the power to indemnify such person against such liability under this Article Ten.

(d) Expenses. Expenses incurred by any person described in paragraph (a) of this Article Ten in defending a proceeding shall be paid by the corporation in advance of such proceeding's final disposition unless otherwise determined by the board of directors in the specific case upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the corporation. Such expenses incurred by other employees and agents may be so paid upon such terms and conditions, if any, as the board of directors deems appropriate.

(e) Employees and Agents. Persons who are not covered by the foregoing provisions of this Article Nine and who are or were employees or agents of the corporation, or who are or were serving at the request of the corporation as employees or agents of another corporation, partnership, joint venture, trust or other enterprise, may be indemnified to the extent authorized at any time or from time to time by the board of directors.

(f) Contract Rights. The provisions of this Article Ten shall be deemed to be a contract right between the corporation and each director or officer who serves in any such capacity at any time while this Article Nine and the relevant provisions of the Act or other applicable law are in effect, and any repeal or modification of this Article Nine or any such law shall not affect any rights or obligations then existing with respect to any state of facts or proceeding then existing.

(g) Merger or Consolidation. For purposes of this Article Ten, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors, officers, and employees or agents, so that any person who is or was a director, officer, employee or agent of such constituent corporation, or is or was serving at the request of such constituent corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under this Article Ten with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

(h) Exculpation. To the fullest extent permitted by the Act as the same exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for a breach of fiduciary duty as a director. Any repeal or modification of this Article Ten shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

(i) Nonexclusivity of Article Ten. The rights to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article Ten shall not be exclusive of any other right which any person may have or hereafter acquire under any

11 SEP 26 PM 12:12



statute, provision of the articles of incorporation, by-law, agreement, vote of stockholders or disinterested directors or otherwise.

**ARTICLE ELEVEN**

**BUSINESS OPPORTUNITIES**

To the maximum extent permitted from time to time under the law of the State of Florida, the corporation renounces any interest or expectancy of the corporation in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to its officers, directors or stockholders, other than those officers, directors or stockholders who are employees of the corporation. No amendment or repeal of this Article Eleven shall apply to or have any effect on the liability or alleged liability of an officer, director or stockholder of the corporation for or with respect to any opportunities of which such officer, director or stockholder becomes aware prior to such amendment or repeal.

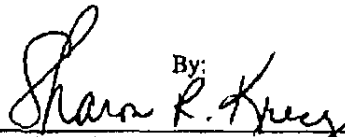
**ARTICLE TWELVE**

**AMENDMENTS**

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 herein, by the unanimous written consent of the board of directors of the corporation and by the laws of the State of Florida, and all rights conferred upon stockholders herein are granted subject to this reservation.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

C T Corporation System

By:  


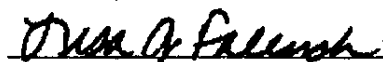
**Sharon R. Kresz  
Assistant Secretary**

Required Signature/Registered Agent Date

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]



I, THE UNDERSIGNED, being the incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Business Corporation Act of the State of Florida, do make these Articles of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly I have hereunto set my hand this 26th day of September, 2011.

  
\_\_\_\_\_  
Lisa J. Falenski  
Incorporator

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

11 SEP 26 PM 12:12

