

# P13000096873

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From: Account Name : C T CORPORATION SYSTEM  
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**FLORIDA PROFIT/NON PROFIT CORPORATION  
F.H.G. HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$78.75

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ARTICLES OF INCORPORATION  
OF  
P.H.G. HOLDINGS, INC.

ARTICLE I

The name of the corporation is P.H.G. Holdings, Inc. (the "Corporation").

ARTICLE II

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act (the "Code").

ARTICLE III

The Corporation shall have authority to issue One Thousand (1,000) shares of common stock, par value \$1.00 per share, which common stock shall have unlimited voting rights and shall receive the net assets of the Corporation upon dissolution.

ARTICLE IV

The address of the initial registered office of the Corporation shall be 1200 South Pine Island road, Plantation, Florida 33324. The initial registered agent of the Corporation at such address shall be NRAI Services, Inc.

ARTICLE V

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.

NRAI Services, Inc.

By: Gwendolyn Andrews  
Name: Gwendolyn Andrews  
Title: Spl. Assistant Secretary

ARTICLE VI

The address of the initial principal office of the Corporation shall be 3005 Parkfield Loop South, Spring Hill, Tennessee 37414.

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ARTICLE VII

To the extent allowable pursuant to law as it now exists or may hereafter be amended, no director of this Corporation shall be personally liable to the Corporation or its shareholders for any breach of duty of care or other duty as a director. No amendment or repeal of the Code shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

In discharging the duties of their respective positions and in determining what is believed to be in the best interests of the Corporation, the Board of Directors, committees of the Board of Directors, and individual directors, in addition to considering the effects of any action on the Corporation or its shareholders, may consider the interests of the employees, customers, suppliers, and creditors of the Corporation and its subsidiaries, the communities in which offices or other establishments of the Corporation and its subsidiaries are located, and all other factors such directors consider pertinent; provided, however, that this provision shall be deemed solely to grant discretionary authority to the directors and shall not be deemed to provide to any constituency any right to be considered.

ARTICLE VIII

Any action required or permitted to be taken under the provisions of Fla. Stat. § 607.0704, at a meeting of the shareholders of the Corporation may be taken without a meeting by a written consent signed by shareholders who would be entitled to vote at a meeting shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were present and voted in accordance with, and subject to, the provisions of Fla. Stat. §§ 607.0701 and 607.0702 or any successor statute.

ARTICLE IX

The name and address of the Incorporator is:

Merrill F. Nelson II  
Miller & Martin PLLC  
832 Georgia Avenue  
Suite 1000 Volunteer Building  
Chattanooga, TN 37402-2289

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned Incorporator executes these Articles of Incorporation, this 7<sup>th</sup> day of December, 2013.

  
Merrill F. Nelson II, Incorporator

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