

**Florida Department of State**  
**Division of Corporations**  
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**To:**

Division of Corporations  
Fax Number : (850) 617-6381

**From:**

Account Name : FRANK, WEINBERG, BLACK, P.L.  
Account Number : I20040000083  
Phone : (954) 474-8000  
Fax Number : (954) 474-9850

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**FLORIDA PROFIT/NON PROFIT CORPORATION**  
**P&G NW 2nd Avenue, Inc.**

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ARTICLES OF INCORPORATION  
OF  
P&G NW 2<sup>nd</sup> AVENUE, INC.

Article I  
Name

The name of the corporation is P&G NW 2<sup>nd</sup> Avenue, Inc.

Article II  
Duration

The corporation shall have perpetual existence.

Article III  
Purpose

The corporation is organized for the purpose of transacting any and all lawful business.

Article IV  
Address

The principal office of the corporation shall be 5099 Highway A1A, Suite 300, Vero Beach, Florida 32936.

Article V  
Capital Stock

The corporation is authorized to issue 1,000 shares of common stock, no par value.

Article VI  
Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 7805 SW 6<sup>th</sup> Court, Plantation, FL 33324 and the name of the initial registered agent of the corporation at that address is Steven W. Deutsch.

Article VII  
Initial Board of Directors

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of each of the initial directors of the corporation is:

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Patricia Werhahn  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32936

Geraldine Werhahn  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32936

Beatrice Werhahn Bianchi  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32936

**Article VIII**  
**Initial Officers**

The name, address and title of each of the initial officers of the corporation is:

Patricia Werhahn – President, Secretary and Treasurer  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32936

Geraldine Werhahn – Vice President  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32936

Beatrice Werhahn Bianchi – Vice President  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32936

**Article IX**  
**Incorporator**

The name and address of the Incorporator is:

Patricia Werhahn  
5099 Highway A1A  
Suite 300  
Vero Beach, Florida 32936

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Article X  
Powers

The corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act

Article XI  
Indemnification

Provided that the person proposed to be indemnified meets the requisite standard of conduct for permissive indemnification 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 corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, 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 agent. The indemnification provided 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 disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent of the corporation, and shall inure to the benefit of the heirs and the personal and other legal representatives of such person. An adjudication of liability shall not affect the right to indemnification for those indemnified.


Article XII  
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 provision adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the directors.

Article XIII  
Beginning of Corporate Existence

The corporate existence of this corporation shall begin upon the filing of these Articles of Incorporation.

*I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.*

  
Patricia Werhahn, Incorporator

10.28.14  
Date

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

  
\_\_\_\_\_  
Steven W. Deutsch, Registered Agent

10/28/14  
Date

14 OCT 28 PM 2:01  
STATE OF FLORIDA  
TALLAHASSEE

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