

Florida Department of State

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FLORIDA PROFIT/NON PROFIT CORPORATION EASTERDAY O'ROURKE DESIGN ASSOCIATES, INC.

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ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE TALLAHASSEE, FLORIDA

EASTERDAY O'ROURKE DESIGN ASSOCIATES, INC.

In compliance with Chapter 607 F.S.

I, the undersigned, hereby make, subscribe, and file these Articles for the purpose of forming a corporation under the laws of the State of Florida:

ARTICLE I

Name

The name of this corporation shall be EASTERDAY O'ROURKE DESIGN ASSOCIATES, INC.

ARTICLE II

Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III

Capital Stock

The capital stock of this corporation shall consist of 1,000 shares of common stock of \$1.00 par value, fully paid and non-assessable.

ARTICLE IV

Principal Office and Mailing Address

The Principal Office and the Mailing Address of this corporation is 207 Sixth Street, West Palm Beach, FL 33401.

ARTICLE V

Registered Agent/Registered Office

The initial Registered Agent of this corporation is Jones Foster Service, LLC, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401.

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ARTICLE VI

Initial Board of Directors

This corporation shall initially have two (2) Directors. The number of Directors may be changed from time to time as provided in the By-Laws but shall never be less than one (1). The names and addresses of the initial Directors are:

> Tammy Easterday O'Rourke 207 Sixth Street West Palm Beach, FL 33401

> Keith Spina 207 Sixth Street West Palm Beach, FL 33401

ARTICLE VII

Special Provisions

The following special provisions shall govern this corporation:

- A. The time and place of the annual shareholders' meeting and the annual directors' meeting shall be fixed and provided for in the by-laws, and notice of same shall be given in one of the methods provided by law. Any shareholder or director may waive notice of the time, place and purpose of any meeting either before, at or after such meeting.
- B. There shall be a President, a Vice President, a Secretary and a Treasurer of this corporation, and such assistants as the shareholders may, by resolution, determine to be necessary and/or as provided in the by-laws. This corporation may also have such other officers and assistants as may be determined necessary and provided for by resolution of the shareholders and/or in the by-laws. Any person may hold two or more offices.
- C. The directors may prescribe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.
- D. No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the officers or directors of the corporation is or are interested in or is an officer or director or are officers or directors of such other corporations, and any officer, officers or directors, individually or jointly, may be a party or partles to or may be

interested in any such contract or transaction of the corporation or in which the corporation is interested, and no contract, act, or transaction of the corporation with any person or persons, firm or corporation, in the absence of fraud, shall be affected or invalidated by the fact that any officer, officers or directors of the corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and each and every person who may become an officer or director of this corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested.

ARTICLE VIII

Officers

The officers of the corporation who shall conduct the business of the corporation during the first year of its existence or until their successors are elected and qualified shall be:

Tammy Easterday O'Rourke, President and Treasurer

Keith Spina, Vice President and Secretary

ARTICLE IX

Incorporator

The name and address of the incorporator is:

Mark H. Dahlmeier, Esq. 505 South Flagler Drive Suite 1100 West Palm Beach, FL 33401

ARTICLE X

<u>Amendment</u>

This 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 law, and all rights conferred on officers and shareholders herein are granted subject to this reservation.

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ARTICLE XI

Commencement

The corporation shall commence its existence upon filing with the Secretary of State of the State of Florida.

We 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.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 9^{th} day of December, 2014.

Mark H Danimeier, Incorporator

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CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

That EASTERDAY O'ROURKE DESIGN ASSOCIATES, INC., desiring to incorporate under the laws of the State of Florida, has named Jones Foster Service, LLC, located at the Registered Office of the corporation at 505 South Flagler Drive, Suite 1100, West Palm Beach, FL 33401, as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JONES FOSTER SERVICE, LLC

By: Mark H. Dahlmeier, Manager

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SECRETARY OF STATE

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