

10/23/2019

Division of Corporations

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## FLORIDA PROFIT/NON PROFIT CORPORATION

Hillsborough Court Inc.

Certificate of Status	0
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Page Count	05 4
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

OCT, 24 2019

T. SCOTT

H19000313877 3

**ARTICLES OF INCORPORATION  
OF  
HILLSBOROUGH COURT INC.**

The undersigned, acting as incorporator of Hillsborough Court Inc. under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of the corporation is Hillsborough Court Inc. (the "Corporation").

**ARTICLE II - ADDRESS**

The street address of the principal office and the mailing address of the Corporation are:

221 N. Hogan Street, Suite 403  
Jacksonville, Florida 32202

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of performing all lawful business permitted under the laws of the United States and of the State of Florida.

The Corporation expects to invest or engage in "qualified opportunity zone businesses" in low-income communities that are designated as "qualified opportunity zones," to invest in "qualified opportunity zone property" and to serve as a "qualified opportunity fund," all as such terms are used in Section 1400Z-1 of the Internal Revenue Code of 1986, as amended, and the related regulations and rules.

**ARTICLE IV - DURATION AND EXISTENCE: EFFECTIVE DATE**

The Corporation will exist perpetually. These Articles of Incorporation shall be effective as of October 23, 2019 unless the filing of these Articles of Incorporation occurs more than five (5) business days thereafter, in which event such existence commences on the date of filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

**ARTICLE V - AUTHORIZED SHARES**

The maximum number of shares the Corporation is authorized to issue is 100,000 shares of common stock having a par value of \$0.01 per share.

**ARTICLE VI - REGISTERED OFFICE AND AGENT**

The Corporation hereby (i) designates One Independent Drive, Suite 1200, Jacksonville, Florida 32202 as the street address of the Corporation's registered office, and (ii) names Contega Business Services, LLC as the Corporation's registered agent at that address to accept service of process within the State of Florida.

Prepared by:  
Driver, McAfee, Hawthorne & Diebenow, PLLC  
One Independent Drive, Suite 1200  
Jacksonville, Florida 32202  
904-301-1269

H19000313877 3

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H19000313877 3

#### ARTICLE VII - BOARD OF DIRECTORS

The number of directors may be increased or decreased from time to time, as provided in the Corporation's bylaws, but shall never be less than one (1).

#### ARTICLE VIII - INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
Richard W. Hawthorne	One Independent Drive, Suite 1200 Jacksonville, Florida 32202

#### ARTICLE IX - INDEMNIFICATION

(a) The Corporation shall indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was a director or officer of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as a director or officer of the Corporation or its subsidiaries. To the fullest extent not prohibited by law, the Corporation shall advance reasonable indemnification expenses (including attorneys' fees and costs) for actions taken in the capacity of such person as an officer or director within twenty (20) days after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses.

(b) The Corporation by action of its board of directors, in its sole discretion, may indemnify any person who is or was a party to any proceeding by reason of the fact that such person is or was an employee or agent of the Corporation or its subsidiaries, to the fullest extent not prohibited by law, for actions taken in the capacity of such person as an employee or agent of the Corporation or its subsidiaries. The Corporation by action of its board of directors, in its sole discretion, may advance indemnification expenses for actions taken in the capacity of such person as an employee or agent after receipt by the Corporation of (i) a written statement requesting such advance, (ii) evidence of the expenses incurred, and (iii) a written statement by or on behalf of such person agreeing to repay the advanced expenses if it is ultimately determined that such person is not entitled to be indemnified against such expenses. Absent specific action by the board of directors, the authority granted to the board of directors in this paragraph (b) shall create no rights in the persons eligible for indemnification or advancement of expenses and shall create no obligations of the Corporation relating thereto.

#### ARTICLE X - JURISDICTION AND VENUE

Unless the Corporation consents in writing to the selection of an alternative forum or a federal court assumes exclusive jurisdiction, the federal and state courts sitting in the State of Florida shall be the sole and exclusive fora for (a) any derivative action or proceeding brought on behalf of the Corporation, (b) any action asserting a claim of breach of a fiduciary duty owed by any director, officer or other employee of the Corporation to the Corporation or to its shareholders, (c) any action asserting a claim arising pursuant to any condition, provision or term of the Florida Business Corporation Act, these Articles of Incorporation or the Corporation's bylaws, or (iv) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of capital stock of the Corporation shall be deemed to have notice of and consented to the provisions of this Article X.

H19000313877-3

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation.

A handwritten signature in black ink, appearing to read "Richard W. Hawthorne", is written over a horizontal line.

Richard W. Hawthorne, Incorporator

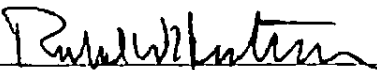
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**ACCEPTANCE OF REGISTERED AGENT**

The undersigned (i) agrees to act as registered agent for the Corporation named above, to accept service of process at the place designated in these Articles of Incorporation, and to comply with the provisions of the Florida Business Corporation Act, and (ii) acknowledges that the undersigned is familiar with and accepts the obligations of such position.

Dated: October 23, 2019

**CONTEGA BUSINESS SERVICES, LLC**

By:   
Richard W. Hawthorne, Executive Vice President

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