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SECRETARY OF STATE
TALLAHASSEE, FL

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SECRETARY OF STATE
TALLAHASSEE, FL (202)

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: 5/27 DANNY

XX	CERTIFIED COPY	_____
	PHOTOCOPY	_____
XX	CUS	<u>GS</u>
XX	FILING	<u>INC</u>

CENTRAL FLORIDA RESOURCE MANGER, INC.

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

(CORPORATE NAME AND DOCUMENT #)

**ADDITIONAL
INSTRUCTIONS:**

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Central Florida Resource Manager, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75
Filing Fee	Filing Fee & Certificate of Status

<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$87.50
Filing Fee	Filing Fee.
& Certified Copy	Certified Copy
	& Certificate of
	Status
ADDITIONAL COPY REQUIRED	

FROM: Kevin A. Denti, Esquire
Name (Printed or typed)

2180 Immokalee Road - Suite #316
Address

Naples, Florida 34110
City, State & Zip

239-260-8111
Daytime Telephone number

kdenti@dentilaw.com
E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Central Florida Resource Manager, Inc.

ARTICLE II PRINCIPAL OFFICE

Principal ~~street~~ address
999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

Mailing address, if different is:

999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to engage in all lawful businesses
authorized by Florida law - also see
additional sheet attached hereto.

ARTICLE IV SHARES

The number of shares of stock is: 1,000

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Walter S. Hagenbuckle-President

Address 999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

Name and Title: Walter S. Hagenbuckle-Director

Address: 999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

Name and Title: Albert Livingston-Vice President

Address 999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

Name and Title: Albert Livingston-Director

Address: 999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

Name and Title: Steven Harper - Secretary

Address 999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

Name and Title: Nicholas Vician - Treasurer

Address: 999 Vanderbilt Beach Road

Suite #701

Naples, Florida 34108

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TALLAHASSEE, FL

Name and Title: _____ Name and Title: _____

Address _____ Address: _____

ARTICLE VI REGISTERED AGENT

The **name and Florida street address** (P.O. Box NOT acceptable) of the registered agent is:

Name: Kevin A. Denti, Esquire

Address: 2180 Immokalee Road-Suite #316

Naples, Florida 34110

ARTICLE VII INCORPORATOR

The **name and address** of the Incorporator is:

Name: Kevin A. Denti, Esquire

Address: 2180 Immokalee Road-Suite #316

Naples, Florida 34110

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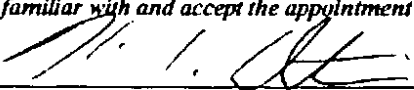
ARTICLE VIII EFFECTIVE DATE:

Effective date, if other than the date of filing: _____ (OPTIONAL)

(If an effective date is listed, the date must be specific and cannot be more than five days prior or 90 days after the filing.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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



Required Signature/Registered Agent

5/26/22

Date

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.



Required Signature/Incorporator

Date

5/26/22

ADDITIONAL SHEET

1. **The following provisions shall be added to the end of Article III:**

Notwithstanding the foregoing, the corporation shall be considered a Single Purpose Entity. For purposes hereof, a "Single Purpose Entity" means a corporation which, since the date of its formation and at all times prior to, on, and after the date thereof:

- (i) was formed or organized solely to own a 100% membership interest in Central Florida Resource Center LLC;
- (ii) does not engage in business other than owning a 100% membership interest in Central Florida Resource Center LLC;
- (iii) has not and shall not acquire or own a material asset other than a 100% membership interest in Central Florida Resource Center LLC and incidental personal property;
- (iv) does not incur, create or assume any indebtedness other than standard trade payables incurred in the ordinary course of business;
- (v) does not guarantee, hold itself out to be responsible for, or otherwise become liable on or in connection with any indebtedness or other obligation of any other Person, and does not pledge its assets for the benefit of any other Person;
- (f) does not enter into any contract or agreement with any of its stockholders, partners, principals, members, Affiliates or any Affiliate thereof;
- (g) does not make any loans or advances to any other Person (including any Affiliate);
- (h) conducts and operates its business in all material respects as presently conducted and operated;
- (i) maintains its books and records and bank accounts separately from those of its Affiliates, including its general partners or members, as applicable;
- (j) at all times holds itself out to creditors and the public as a legal entity separate and apart from any other Person (including any Affiliate), and promptly corrects any known misunderstandings regarding its separate identity;
- (k) files its own tax returns;
- (l) maintains adequate capital for its normal obligations, reasonably foreseeable in a business of its size and character and in light of its contemplated business operations;
- (m) maintains its assets in such a manner that it is not costly or difficult to segregate, ascertain or identify its individual assets from those of any Affiliate or any other Person;

- (n) complies with all of the limitations on powers set forth in its Organizational Documents as in effect on the Closing Date;
- (o) holds title to its assets in its own name;
- (p) utilizes its own letterhead, invoices and checks; and
- (q) allocates fairly and reasonably any overhead expenses that are shared with any Affiliate including paying for office space and services performed by any employee of any Affiliate.

2. The following provisions shall be added as new Article IX:

- (i) Lender is an intended third-party beneficiary of these Articles of Incorporation; and
- (ii) Until the Loan is paid in full, these Articles of Incorporation shall not be amended without the prior written consent of Lender.

3. The following provisions shall be added as new Article XI:

- (i) "Lender" shall mean **FIRST-CITIZENS BANK & TRUST COMPANY**, together with its successors and assigns.
- (ii) "Loan" means that certain Loan from Lender to Central Florida Resource Center LLC in the maximum principal amount of \$24,300,000.00.