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FLORIDA PROFIT/NON PROFIT CORPORATION
SPHBC, Inc.

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**ARTICLES OF INCORPORATION
OF
SPHBC, INC.**

The undersigned, acting as sole incorporator, adopts these Articles of Incorporation and forms a for-profit corporation (the "Corporation") under the laws of the State of Florida, pursuant to Section 607.0201 of the Florida Business Corporation Act (the "Act"), as follows:

**ARTICLE I.
Name**

The name of this corporation is SPHBC, Inc. (the "Corporation").

**ARTICLE II.
Principal Office and Mailing Address**

The initial principal office address and mailing address of the Corporation is 4310 Pablo Oaks Court, Jacksonville, Florida 32224.

**ARTICLE III.
Shares of Capital Stock**

The Corporation is authorized to issue 1,000 shares of capital stock, par value \$0.01 per share, which will be designated as Common Stock.

**ARTICLE IV.
Initial Registered Office and Agent**

The street address of the initial registered office of the Corporation is 4310 Pablo Oaks Court, Jacksonville, Florida 32224, and the name of the initial registered agent of the Corporation at that address is Scott A. Oko.

**ARTICLE V.
Amendments**

Except as otherwise specifically provided in these Articles of Incorporation, the Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in these Articles of Incorporation, and to add or insert other provisions authorized at such time by the laws of the State of Florida, in the manner now or hereafter prescribed by law, and all rights, preferences and privileges of whatsoever nature conferred upon shareholders, directors or any other persons whomsoever by and pursuant to this Certificate of Incorporation in its present form or as hereinafter amended are granted subject to the rights reserved in this Article V.

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**ARTICLE VI.
Liability and Indemnification**

6.1. To the fullest extent permitted by the Act (as the same may be amended or supplemented from time to time), a director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person except as expressly set forth in the Act, and if the Act is amended after the date of the filing of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act, as so amended from time to time.

6.2. The Corporation shall, to the fullest extent permitted by applicable law (including but not limited to the Act), indemnify each present and future director and officer and his or her heirs, executors and administrators against all costs, expenses (including attorneys' fees), judgments, and liabilities, reasonably incurred by or imposed on him or her in connection with or arising out of any claim or any action, suit or proceeding, civil or criminal, in which he or she may be or become involved by reason of his or her being or having been a director or officer of the Corporation, or of any of its subsidiary companies, or of any other Corporation in which he or she served or serves as a director or officer at the request of the Corporation, irrespective of whether or not he or she continues to be a director or an officer at the time he or she incurs or becomes subjected to such costs, expenses (including attorneys' fees), judgments, and liabilities. Such indemnification shall be governed by and in accordance with, and subject to the conditions set forth in, the Corporation's Bylaws.

6.3. The right of indemnification provided for in this Article or in the Corporation's Bylaws shall not be exclusive of other rights to which any director or officer may be entitled as a matter of law and such rights, if any, shall also inure to the benefit of the heirs, executors or administrators of any such director or officer.

6.4. No repeal or modification of this Article by the shareholders shall adversely affect any right or protection of a director or officer of the Corporation or his or her heirs, executors or administrators existing by virtue of this Article at the time of such repeal or modification.

**ARTICLE VII.
Incorporator**

The name and address of the incorporator signing these Articles of Incorporation are:

Spencer N. Cummings, Esq.
Gunster, Yoakley & Stewart, P.A.
1 Independent Drive, Suite 2300
Jacksonville, Florida 32202

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IN WITNESS WHEREOF, these Articles of Incorporation have been executed by the Incorporator on this 11th day of January 2023.

/s/ Spencer N. Cummings

Spencer N. Cummings, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent and to accept the service of process for the Corporation at the place designated in these Articles of Incorporation, Scott A. Oko hereby accepts the appointment as registered agent and agrees to act in this capacity. Scott A. Oko further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and is familiar with and accepts the obligations of his position as registered agent as provided for in Chapter 607, F.S.

/s/ Scott A. Oko

SCOTT A. OKO

Dated: January 11, 2023

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