

P950000/2285

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| Joe Castello, P.A. Legal, Title, and Consulting Services P.O. Box 290589, Tampa, Florida 33687 | The Law Office of Joe Castello (813) 985-6531 Est. 1981 |
| February 10, 1995 | CORPORATE FILING MEMO |
| Via: <input type="checkbox"/> Mail <input checked="" type="checkbox"/> Expedited <input type="checkbox"/> Courier <input type="checkbox"/> Fax <input type="checkbox"/> Pickup | |

To: ATTORNEYS' TITLE INSURANCE FUND, INC.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: PHC ENTERPRISES, INC. (New Corporation)

Name Res.: None.

We enclose for filing with the Florida Department of State (DOS) Articles of Incorporation and an Acceptance By Resident Agent for this corporation, together with our check for the following DOS fees:

| | |
|-----------------------------|---------|
| File Articles: | \$35.00 |
| File Res.Agent Acceptance: | \$35.00 |
| Certified Copy of Articles: | \$52.50 |
| Standing Certificate: | \$8.75 |

Total Fees: \$131.25

Please (1) file the articles, (2) obtain and forward a certified copy of the articles, as filed, and a standing certificate, and (3) call us promptly at 813-985-6531 either to confirm filing or report any problems with DOS (you may leave a message on our voice mail).

We also enclose our check for your fee in the amount of \$10.00.

JOE CASTELLO, P.A.
Member No. 4247

Joe Castello, President

ARTICLES OF INCORPORATION
of
PHC ENTERPRISES, INC.

Incorporated Under The Laws of the State of Florida

Summary Of Required Information

| <u>Art.</u> | <u>Info.</u> | <u>Summary</u> |
|-------------|--------------|--|
| 1. | Name | PHC ENTERPRISES, INC., A Florida Corporation. |
| 2. | Addresses | <i>Street:</i> Suite F, 11700 No. 58th Street, Tampa, Florida 33617. <i>Postal:</i> P.O. Box 290589, Tampa, Florida 33687-0589. |
| 3. | Reg. Agent | CWJ INVESTMENTS, INC., a Florida Corporation. |
| | Reg. Office | Suite F, 11700 No. 58th Street, Tampa, Florida 33617 |
| 4. | Stock | 100 common shares without par value, serialization, or classification. Pre-emptive rights may be granted by a Shareholder Agreement. |
| 5. | Incorporator | JOE CASTELLO, Suite F, 11700 No. 58th Street, Tampa, Florida 33687. |

Organizational Services By Joe Castello, Attorney At Law, (813) 985-6531

Copyright February 10, 1995 By Joe Wm. Castello. All Rights Reserved.

ARTICLES OF INCORPORATION
of
PHIC ENTERPRISES, INC.

Incorporated Under The Laws of the State of Florida

The undersigned Incorporator is a natural person with full legal capacity and makes, subscribes, and files these Articles of Incorporation with the Florida Department of State to organize a corporation under the Florida Business Corporation Act, Ch. 607, Florida Statutes, which is called the "Act" in these Articles.

1. NAME

The name of this Corporation is:

PHIC ENTERPRISES, INC.

It is called "this Corporation" in these Articles.

2. PRINCIPAL OFFICE/MAILING ADDRESS

This Corporation's initial principal office is at the following street address:

11700 No. 58th Street
Tampa, Florida 33617

This Corporation's initial mailing address is:

P.O. Box 290589
Tampa, Florida 33687-0589.

3. REGISTERED OFFICE AND AGENT

The street address of this Corporation's initial registered office is:

Suite F, 11700 No. 58th Street
Tampa, Florida 33617

This Corporation's initial registered agent is:

CWJ INVESTMENTS, INC.
A Florida Corporation

This Corporation's initial registered agent maintains a business office identical with this Corporation's initial registered office. This Corporation's registered office or registered agent, or both, may be changed by this Corporation's President.

4. CAPITAL STOCK

The total number of shares that this Corporation may issue is 100 common shares without par value. No other shares are permitted. Pre-Emptive rights may be granted a shareholder only by a Shareholder Agreement.

5. INCORPORATOR

The incorporator of this Corporation is:

JOE CASTELLO
Suite F, 11700 No. 58th Street
Tampa, Florida 33617

6. PURPOSE AND POWERS

6.1. General:

This Corporation's purpose is to engage in any trade, business, profession, activity, service, venture, or enterprise that from time to time lawfully may be conducted by a corporation under the Act or by a general business corporation under the laws of any other jurisdiction where this Corporation from time to time may do business. This Corporation has all powers provided by the Act, or the laws of any such other jurisdiction, or both.

6.1.1. Professional Services:

This Corporation specifically is empowered to furnish any kind or type of accounting, legal, insurance, real estate or other brokerage, architectural, contracting, engineering, and other professional services wherever it from time to time properly may be licensed, certified, registered, or otherwise qualified to do so, either in its own name as a corporation or by employment, partnership, or other association or affiliation of or with one or more persons.

6.1.2. Regulation:

If, as, and when, and so long as, this Corporation, or any shareholder, officer, director, employee, agent, associate, or affiliate of this Corporation, properly may be licensed, certified, registered, or otherwise qualified to furnish any professional services, the valid provisions of any applicable statutes, laws, rules, and regulations governing such services control anything to the contrary contained in these Articles with respect to such services.

6.2. Guarantees:

This Corporation specifically is empowered to endorse, guarantee, or pledge or otherwise encumber any of its assets to secure, in any applicable combination, any debt or other obligation of any person, including any of its shareholders or affiliates, to the extent its Board of Directors, in its sole discretion, may determine that a benefit will accrue to this Corporation by virtue of such endorsement, guaranty, or pledge, as the case may be.

6.3. Indemnification:

This Corporation specifically is empowered to defend, indemnify, and hold its officers, directors, shareholders, incorporator, employees, agents, associates, and affiliates harmless of, from, and against any claims, losses, or liabilities to the extent (i) not prohibited by any applicable law, and (ii) from time to time so authorized by Shareholder Action.

6.3.1. Scope:

Specifically, this Corporation by Shareholder Action may provide such defense and indemnification for unauthorized, wrongful, negligent, reckless, grossly negligent, criminal, and intentional acts or omissions to the maximum extent not prohibited by any applicable law. The scope of any such indemnification further may include all costs and expenses, including fees and other compensation for attorneys and other professionals, incurred in (i) defending any indemnified claim, or (ii) in enforcing the indemnity, or (iii) both.

6.3.2. General:

Unless provided otherwise by Shareholder Action, however, all of the following apply:

- (a) This Corporation's employees, agents, associates, and affiliates, other than its officers, directors, and shareholders, are not entitled to defense and indemnification by this Corporation.
- (b) This Corporation's officers, directors, and shareholders are entitled to defense and indemnification by this Corporation only if and to the extent the officer, director, or shareholder, as the case may be (i) acted, or failed to act, in good faith, and (ii) in a manner such person reasonably believed to be in, or not opposed to, the best interests of this Corporation, and (iii) with respect to any non-felonious criminal action, had no reasonable cause to believe such action, or failure to act, was unlawful.
- (c) This Corporation will (i) compensate its incorporator and each registered agent for any services properly performed, and any expenses properly advanced or incurred, in acting as such; and (ii) indemnify each such person against any losses, liabilities, costs, or expenses so incurred.

7. GOVERNANCE

7.1. Shareholder Action:

Wherever these Articles or other documents of this Corporation refer to "*Shareholder Action*," such term means any of the following:

- (a) The vote of the holder(s) of at least 51% of this Corporation's issued and outstanding common shares at the time such action is taken; or
- (b) A written action by such holders taken in compliance with the applicable requirements of Sect. 607.0704 of the Act; or
- (c) A unanimous written action by the holder(s) of all of this Corporation's issued and outstanding common shares at the time.

7.1.1. Shareholder Agreements:

The shareholders of this Corporation may elect to govern any of this Corporation's affairs by one or more shareholder agreements or voting trusts, or both, as authorized by Sects. 607.0730, 607.0731, 607.0732, or other applicable provision of the Act (a "*Shareholder Agreement*"). Specifically, a Shareholder Agreement may modify: (i) the foregoing requirements for Shareholder Action, and (ii) the following provisions relating to this Corporation's Board of Directors, which may be dispensed with entirely by a Shareholder Agreement.

7.1.2. Share Transfer Restrictions:

Any such Shareholder Agreement may restrict or prohibit, as the case may be, the transfer of this Corporation's shares (either absolutely or as security for any debt), the exercise of voting rights, and the rights to declare and receive dividends (current or liquidating).

Unless expressly permitted by a Shareholder Agreement, none of this Corporation's shares may be so transferred without the unanimous consent or approval of the holder(s) of all of this Corporation's then issued and outstanding shares if: (i) this Corporation at the time has in effect a valid election to be taxed under Subchapter S (or any similar successor provision) of the Internal Revenue Code of the United States of America (the "*Code*"), and (ii) such transfer, if completed, would revoke or terminate any such election.

The foregoing requirement for unanimous shareholder approval also applies (unless expressly permitted by a Shareholder Agreement) to any such transfer that would revoke, terminate, or otherwise impair: (i) any stock issuance or benefit plan of this Corporation under the Code, (ii) this Corporation's ability to conduct its ordinary business under any applicable licensing or qualification laws of any jurisdiction where it at the time is doing business, or (iii) any privileged status it may have acquired in connection with conducting its ordinary business, such as Small Business Administration or Minority Business Enterprise approval or qualification.

7.1.3. Duty of Inquiry:

Any transferee of any of this Corporation's shares is on notice of the foregoing restrictions and prohibitions upon the transfer of this Corporation's shares and has the duty to inquire into the possible existence of one or more Shareholder Agreements authorizing, restricting, or prohibiting a particular transfer, as the case may be, regardless of whether noted on any of this Corporation's share certificates. Such inquiry may be made at this Corporation's principal office.

7.2. By-Laws:

This Corporation's Board of Directors or shareholders from time to time may adopt, change, and rescind By-Laws for the management of this Corporation's affairs; but no By-Laws are required. Any By-Laws that may be adopted by the Board of Directors may be rescinded or amended by Shareholder Action; but any By-Laws that may be adopted by Shareholder Action may be rescinded or amended only by Shareholder Action, unless they expressly provide otherwise.

7.3. Written Action:

Any action that the shareholders or directors of this Corporation may take by a vote may be taken by unanimous written action, without a meeting or deliberation. Any such unanimous written action may be executed before or after the action taken or confirmed and may have a stated effective date other than its date of actual execution and delivery. Signing any such unanimous written action is a waiver of all notices and other formal requisites to the action so taken. Any action by the shareholders of this Corporation also may be taken by written action as provided in Sect. 607.0704 of the Act.

7.4. Board:

Unless provided otherwise by these Articles, a Shareholder Agreement, any By-Laws, or Shareholder Action, this Corporation's affairs are managed, and all of its privileges, rights, powers, and immunities are exercised, by a Board of Directors in compliance with all of the following:

- (a) One director must be this Corporation's President.
- (b) The number of directors initially is one, but it may be changed by Shareholder Action at any time to any number of one or more.
- (c) Each director is elected by Shareholder Action.
- (d) Cumulative voting for election of directors is prohibited.
- (e) Each director serves a term of one year and until a successor is elected and qualifies, unless that director sooner dies, resigns, or is incapacitated, removed, or otherwise unable to serve.
- (f) Any director, or the entire Board of Directors, may be removed, with or without cause, by Shareholder Action; and no director has or may be granted any vested right, power, privilege, or immunity in the office of director.

- (g) Whenever this Corporation may have a Board of Directors consisting of two or more directors, then, upon the death, incapacitation, or other inability of any director to act, the remaining director(s), regardless of whether the remaining director(s) is or are a majority of the Board of Directors or the President of this Corporation, may manage all of this Corporation's affairs, and exercise all of this Corporation's powers, without electing or appointing any successor(s) in office to the dead, incapacitated, or disabled director(s), as the case may be.
- (h) Whenever this Corporation may have a Board of Directors consisting of only one director, however, then, upon the death, incapacitation, or other inability of the sole director and President to act, any then incumbent Vice President of this Corporation may manage all of this Corporation's affairs, and exercise all of this Corporation's powers, to the extent necessary, convenient, desirable, or expedient to conduct this Corporation's ordinary business and affairs until such time as a successor to the sole director and President is elected and qualifies.
- (i) Unless it expressly provides otherwise, any action taken by Shareholder Action may be rescinded, amended, or otherwise changed only by subsequent Shareholder Action, and not by the Board of Directors.

7.5. Officers:

This Corporation must have a President and may have such other officers, with such duties, responsibilities, and authority, as may be (i) set forth in these Articles, or (ii) determined by the Board of Directors, by Shareholder Action, or both. Unless provided otherwise by Shareholder Action, the President serves at the pleasure of the Board of Directors and until a successor is elected and qualifies.

7.6. Assistant Secretaries:

This Corporation may have one or more Assistant Secretaries, whose duties, responsibility, and authority strictly are confined to: (i) attesting, with or without affixing this Corporation's seal, the signature or other act of any executive officer taken in the name or otherwise on behalf of this Corporation; (ii) certifying or attesting, as appropriate, with or without using this Corporation's seal, the incumbency of this Corporation's officers and directors and copies of any of its official records; and (iii) executing and delivering, in the name and the behalf of this Corporation, ministerial documents relating to its organization, standing, taxation, and licensing.

7.7. Seal:

This Corporation's official seal for all purposes is the following, or any handwritten, printed, or other facsimile of the following:

((CORPORATE SEAL))

This Corporation also from time to time may have, as an adoptive seal, one or more printed or impression seals, any of which has the same force and effect as this Corporation's official seal, so long as any such adoptive seal contains the words "corporate seal."

7.8. Affiliated Transactions:

This Corporation expressly elects not to be governed by the provisions of Sects. 607.0901 and 607.0902 of the Act, as well as any other provisions of the Act that may authorize an express negative election by these Articles as to their applicability to this Corporation.

7.9. Act:

To the maximum permissible extent, the express provisions of these Articles control anything to the contrary contained in the Act. The provisions of the Act, as from time to time in force and effect, otherwise supplement these Articles and apply to the governance, management, and conduct of the affairs and business of this Corporation, except to the extent inconsistent with the express provisions of these Articles. Wherever these Articles may refer to a specific section of the Act, such reference includes the most nearly comparable successor provision(s) of the Act, if any.

Notwithstanding the foregoing, no subsequent amendment or other change to the Act may alter, diminish, or otherwise impair any previously vested right, power, privilege, immunity, or franchise of this Corporation, or any action properly taken in compliance with any previous provision.

8. DURATION

This Corporation exists perpetually.

9. PERSON(S)

Director(s). This Corporation's initial director is DONALD R. HODGSKIN.

President. This Corporation's initial President is DONALD R. HODGSKIN.

Vice President. This Corporation's initial Vice President is JOE CASTELLO.

Assistant Secretary. This Corporation's initial Assistant Secretary is the following and has only the duties and authority set forth above in these Articles:

JOE CASTELLO

Succession. Each person named in these Articles as a director or officer, or both, as the case may be, serves as such until a successor is elected and qualifies, unless such person sooner dies, resigns, or is removed, incapacitated, or otherwise unable to serve.

10. GENERAL

10.1. Effect:

This Corporation begins its corporate existence when these Articles are accepted for filing by the Florida Department of State. Unless so accepted, however, these Articles have no force or effect.

10.2. Amendment:

Unless expressly provided otherwise in these Articles, they may be rescinded, amended, or otherwise changed only by Shareholder Action and otherwise in compliance with any applicable requirements of the Act.

10.3. Interpretation:

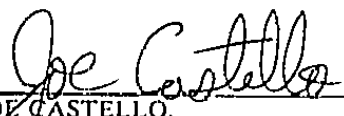
Unless these Articles expressly or necessarily require otherwise: each provision applies from time to time and at any time; any use of the present tense includes the future tense, and vice-versa; any use of one gender includes all genders; and any use of the singular includes the plural, and vice-versa. Headings in these Articles are provided primarily for indexing and are not necessarily intended to have any substantive effect.

10.4. Definitions:

As used in these Articles, "any" means "any and all," "good faith" is used in the Uniform Commercial Code sense of "honesty in fact," "include" and "including" each are used in the sense of "including, but not limited to," any duty to "indemnify" includes the duties to defend and hold harmless, "may not" and other negative forms of the verb "may" each are prohibitory, "person" means any natural person or artificial entity with legal capacity, "specifically" is used in the sense of "without limiting the generality of the foregoing," "unless" means "unless, until, and only to the extent that," and "will" and "must" each are mandatory.

11. EXECUTION

To Witness the foregoing, these Articles of Incorporation have been executed February 10, 1995, by this Corporation's incorporator for the purposes stated.



JOE CASTELLO,
Incorporator

RECEIVED
FEB 14 1995
SECRETARY OF FLORIDA
TALLAHASSEE

ACCEPTANCE BY RESIDENT AGENT

PHC ENTERPRISES, INC.

A Florida Corporation

I HEREBY CERTIFY that (i) I am the the duly elected, qualified, incumbent, and acting President of CWJ INVESTMENTS, INC., a Florida corporation, which is named as Resident Agent for PHC ENTERPRISES, INC., a Florida corporation ("*this Corporation*"), in its Articles of Incorporation simultaneously submitted for filing with the Florida Department of State, (ii) CWJ INVESTMENTS, INC., maintains a business office at the following street address for this Corporation's initial Registered Office as set forth in its Articles of Incorporation:


Suite F, 11700 No. 58th Street
Tampa, Florida 33687

(iii) I am familiar with and accept the obligations of this Corporation's Resident Agent set forth in *Sect. 607.0505* and other applicable provisions of the Florida Statutes on behalf of CWJ INVESTMENTS, INC., and (iv) I am authorized to bind CWJ INVESTMENTS, INC., to the terms of this acceptance.

February 10, 1995.

CWJ INVESTMENTS, INC.
A Florida Corporation

By:


JOE CASTELLO, President

P95000012285

Joe Castello, P.A. The Law Office of Joe Castello
Legal, Title, and Consulting Services (813) 985-6531
P.O. Box 290589, Tampa, Florida 33687 Est. 1981

December 6, 1995

CORPORATE FILING MEMO

Via: ☐ Mail ☒ Expedited ☐ Courier ☐ Fax ☐ Pickup

To: ATTORNEYS' TITLE INSURANCE FUND, INC.
660 East Jefferson Street, Suite 200
Tallahassee, Florida 32301

Re: PHC ENTERPRISES, INC., t/b/k/a SHARKS SUCCESS,
INC. (Name Change Amendment).

Name Res.: Fictitious Name Registration G95299000221
(Shark Success, Inc.)

We enclose for filing with the Florida Department of State (DOS) Articles of Amendment, changing the name of this corporation as indicated, together with our check for the following DOS fees:

File Articles:
Certified Copy of Articles:
Standing Certificate:

\$35.00
\$52.50
\$8.75

Total Fees:

\$96.25

Please (1) file the amendment (2) obtain and forward a certified copy of the amendment, as filed, and a standing certificate under the new name, and (3) call us promptly at 813-985-6531 either to confirm filing or report any problems with DOS (you may leave a message on our voice mail).

We also enclose our check for your fee in the amount of \$10.00.

JOE CASTELLO, P.A.
Member No. 424100001658650
-12/11/95--01038--004
*****26.25 *****96.25

Joe Castello
Joe Castello, President

N. HENDRICKS DEC - 7 1995

ARTICLES OF AMENDMENT

PHC ENTERPRISES, INC.

A Florida Corporation

Florida Department of State Document No. P95-000012285

Employer Identification No. 59-3295889

TO BECOME KNOWN AS

SHARKS SUCCESS, INC.

A Florida Corporation

FILED

95 DEC -7 PM 3:37

SECRET
TALLAHASSEE, FLA.

PHC ENTERPRISES, INC., a Florida corporation incorporated under Chapter 607, Florida Statutes, delivers these Articles of Amendment to the Florida Department of State to amend its Articles of Incorporation filed February 14, 1995. The following amendment was approved by the shareholders December 5, 1995. The number of votes cast for the following amendment by the shareholders was sufficient for approval. More than one voting group was not entitled to vote on the following amendment.

The following is the text of the amendment, which does not provide for an exchange, reclassification, or cancellation of issued shares:

"Article 1 of this corporation's Articles of Incorporation is deleted in its entirety, and the following is substituted therefor:

'1. NAME

The name of this corporation is:

SHARKS SUCCESS, INC.

It is called "this corporation" in these Articles."

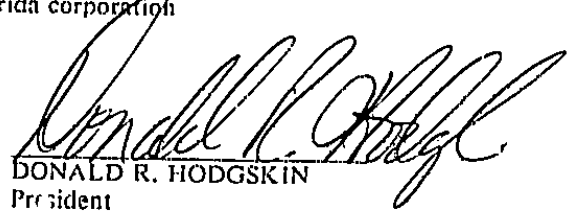
These Articles of Amendment automatically will take effect upon their acceptance for filing by the Florida Department of State. Unless so accepted for filing, however, these Articles of Amendment have no effect.

To WITNESS the foregoing, I have signed and delivered these Articles of Amendment December 5, 1995.

PHC ENTERPRISES, INC.

A Florida corporation

By:


DONALD R. HODGSKIN
President



THE UNITED STATES
CORPORATION
COMPANY

P95000012285

ACCOUNT NO. : 072100000032
REFERENCE : 306592
AUTHORIZATION : *Patricia Pyzdek*
COST LIMIT : \$ 35.00

80387A

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 APR 17 AM 9:55

FILED

ORDER DATE : March 25, 1997

ORDER TIME : 12:26 PM

ORDER NO. : 306592

CUSTOMER NO: 80387A

CUSTOMER: Ms. Brenda Bailly
Terrance W. Ackert, P.a.
P. O. Box 2548

CA Change

900002146679--3

Winter Park, FL 32790

CHANGE OF AGENT

NAME: SHARKS SUCCESS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Todd Sterzoy

4/17/97
DDH
DDH
DDH
DDH

DIVISION OF CORPORATION

97 APR 17 PM 1:53

RECEIVED

Florida Department of State, Sandra B. Northam, Secretary of State

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT
OR BOTH FOR CORPORATIONS

Pursuant to the provisions of sections 607.0502, 617.0502, 607.1508, or 617.1508, Florida Statutes,
the undersigned corporation organized under the laws of the State of FLORIDA
submits the following statement in order to change its registered office or registered agent, or both, in
the State of Florida.

1a. The name of the corporation is: SHARKS SUCCESS, INC.

1b. The mailing address of the corporation is: P.O. Box 941460
Maitland, Florida 32794-1460

1c. Date of Incorporation: 02-14-95 Document number: P95000012285

2. The name and address of the current registered agent and office:

CWI INVESTMENTS, INC.

11700 NO. 58TH STREET, STE. F

TAMPA, FLORIDA 33617

3. The name and address of the new registered agent and office: (P.O. Box Not Accepted)

Corporation Service Company

1201 Hays Street, Suite 105

Tallahassee, Florida 32301

The street address of its registered office and the street address of the business office of its
registered agent, as changed, will be identical.

Such change was authorized by resolution duly adopted by its board of directors or by an officer
so authorized by the board.

Donald R. Hodgskin
(Signature of an officer, chairman or
vice chairman of the board)

4/8/97
(Date)

Donald R. Hodgskin, President
(Printed or typed name and title)

Having been named as registered agent and to accept service of process for the above stated
corporation, I hereby accept the appointment as registered agent and agree to act in this
capacity. I further agree to comply with the provisions of all statutes relative to the proper and
complete performance of my duties, and I am familiar with and accept the obligation of my
position as registered agent.

Corporation Service Company

By: Karen B. Rozar
(Signature of Registered Agent)

4-17-97

(Date)

If signing on behalf of an entity:

Karen Rozar

(Typed or Printed Name)

As its agent

(Capacity)

FILED
97 APR 17 AM 9:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA