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PATEL MOORE  
& O'CONNOR  
A PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

SANDIP I. PATEL  
STEVEN W. MOORE  
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122 South Howard Avenue  
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REPLY TO: Tampa

\* LLM - Taxation

18167 U.S. 19 North  
Harbourside Suite 461  
Clearwater, Florida 34624  
(813) 539-6800  
Facsimile (813) 539-5936

February 17, 1995

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100001410691  
-02/20/95--01102--016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Incorporation of Greystone Management Group, Inc.**

To Whom It May Concern:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above named Corporation. We have also enclosed a check in the amount of \$70.00 for (1) the filing fees (\$35.00), and (2) the designation of a Registered Agent (\$35.00)

Please process this at your earliest opportunity and return a copy of the Articles to this office at the following address:

Patel, Moore & O'Connor, P.A.  
Attn: Sandip I. Patel, Esquire  
122 South Howard Avenue  
Tampa, Florida 33606

Thank you for your assistance. If you have any questions, please do not hesitate to call us.

Sincerely,

PATEL, MOORE, & O'CONNOR, P.A.

*Sandip I. Patel*  
Sandip I. Patel

SIP/ljo

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 FEB 20 AM 9:01

KAN 2-21

**ARTICLES OF INCORPORATION  
OF  
GREYSTONE MANAGEMENT GROUP, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 FEB 20 AM 9:07

The undersigned, on behalf of an individual competent to form a corporation in the State of Florida and desiring to form a corporation in accordance with the Florida Business Corporation Act, Florida Statutes Chapter 607, does hereby adopt the following Articles of Incorporation, on behalf of said individual, for said Corporation:

**ARTICLE I. NAME**

The name of the Corporation is GREYSTONE MANAGEMENT GROUP, INC.

**ARTICLE II. PURPOSE AND NATURE OF BUSINESS**

The general purposes for which the Corporation is organized and the nature of its business is as follows:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Florida Statutes, Chapter 607, including, but not limited to owning and operating an Accounting Franchise. No other purpose limits this general purpose. The Corporation may purchase and own real and personal property necessary or appropriate for rendering and carrying out its business purpose and may invest its funds in real estate, mortgages, stocks, bonds, and any other type of investments, all in accordance with the provisions of Florida Statutes as the same may from time to time be amended.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish said purposes.

### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to issue and have outstanding at any one time is Five Thousand (5,000) shares of common stock having a par value of \$.10 per share. Such shares shall be of a single class of common stock.

### **ARTICLE IV. DURATION**

The date of the corporate existence shall begin when these Articles have been filed with the Department of State, State of Florida, according to the Statutes of the State of Florida. The Corporation shall have perpetual existence.

### **ARTICLE V. INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent is:

Sandip I. Patel, Esquire  
122 South Howard Avenue  
Tampa, Florida 33606

The Board of Directors may from time to time change the registered agent.

### **ARTICLE VI. PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is:

14503 Diplomat Drive  
Tampa, Florida 33613

The Board of Directors may from time to time change the address of the principal office to another location within the State of Florida.

## **ARTICLE VII. DIRECTORS**

The Corporation shall be managed by a Board of Directors consisting of at least one (1) Director. The number of Directors constituting the initial Board of Directors is one (1). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one (1). The Directors shall be elected by the shareholders of the Corporation. The name and street address of the people who are to serve as members of the initial Board of Directors is as follows:

<u>NAME</u>	<u>ADDRESS</u>
(1) Lawrence E. Martin, Jr.	14503 Diplomat Drive Tampa, Florida 33613

## **ARTICLE VIII. INCORPORATOR**

The name and address of the sole incorporator of this Corporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
(1) Sandip I. Patel, Esquire	122 South Howard Avenue Tampa, Florida 33606

## **ARTICLE IX. INDEMNIFICATION**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law, including, but not limited to, Florida Statutes Section 607.0850.

## **ARTICLE X. PREEMPTIVE RIGHTS**

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; and

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within twenty (20) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

#### **ARTICLE XI. SHARE TRANSFER RESTRICTION**

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>SHAREHOLDER</u>	<u>NUMBER OF SHARES</u>
Lawrence E. Martin, Jr.	150

Shares held by each and any Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may

be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

### **ARTICLE XII. BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the Shareholders. The Board of Directors shall adopt the initial Bylaws to this Corporation.

### **ARTICLE XIII. RIGHTS OF INITIAL DIRECTORS**

Each of the Initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

### **ARTICLE XIV. AMENDMENT**

The Corporation reserves the right to amend or repeal any provisions of these Articles of Incorporation or any amendment to them in the manner now or hereafter permitted by statute. Any change authorized by the holders of the shares entitling them to exercise a majority of the voting power of the corporation (or such greater number as may then be required by statute), shall be binding and conclusive on every shareholder of the corporation as fully as if each withstanding that he or she may have voted against the amendment or may have objected in writing, shall be entitled to payment of the fair cash value of his or her shares or any other rights

of a dissenting shareholder.

THE UNDERSIGNED, being the incorporator, for the purpose of forming a corporation under the Laws of the State of Florida, does make, file and record this Certificate of Incorporation, does certify that the facts herein stated are true, and, accordingly, have hereto set his hand and seal this 16th day of February, 1995.

Sandip I. Patel  
Sandip I. Patel, Esquire

**ACKNOWLEDGMENT OF REGISTERED AGENT**

Having been named to accept service of process for the above stated corporation, pursuant to Florida Statute 48.091 and Article V and VIII of these Articles of Incorporation, the undersigned Sole Incorporator/Registered Agent does hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office and designates his location for service of process as:

Sandip I. Patel, Esquire  
122 South Howard Avenue  
Tampa, Florida, 33606

The Undersigned shall serve as Registered Agent until otherwise removed or he shall resign pursuant to the law of the State of Florida.

By: Sandip I. Patel  
Sandip I. Patel, Esquire  
Registered Agent



# PATEL MOORE & O'CONNOR

A PROFESSIONAL ASSOCIATION

Attorneys and Counselors at Law

SANDIP I. PATEL  
STEVEN W. MOORE  
PATRICK M. O'CONNOR\*

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Tampa, Florida 33608  
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Facsimile (813) 254-0561

REPLY TO: Clearwater

\* LLM - Taxation

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18167 U.S. 19 North  
Harbourside Suite 150  
Clearwater, Florida 34624  
(813) 539-6800  
Facsimile (813) 536-5936

September 19, 1995

Division of Corporations  
Attn: Annual Reports Section  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Change of Address

To Whom It May Concern:

FL  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 SEP 27 AM 6:54

Please be advised the address for Greystone Management group, Inc., has changed to:

2209 Mapleton Court  
Winter Park, FL 32792

Please update your records accordingly. All future correspondence, including annual reports should be sent to the new address.

Thank you for your prompt attention to this matter.

Sincerely,

Patel, Moore & O'Connor

*S. Patel*  
Sandip I. Patel

cc: Gene Martin  
SIP/tjg

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