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# ARTICLES OF INCORPORATION

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# ROCK AND ASSOCIATES OF TAMPA BAY, INCORPORATED

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following articles of incorporation:

#### ARTICLE I

#### NAME

The name of the Corporation is ROCK AND ASSOCIATES OF TAMPA BAY, INCORPORATED.

#### ARTICLE II

#### DURATION

The term of existence of the corporation is perpetual.

#### ARTICLE III

#### NATURE OF BUSINESS

The nature of the business to be conducted by the Corporation is:

1. The Corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act:

- 2. To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required;
- 3. To manufacture, purchase, or otherwise acquire and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with goods, wares, merchandise, real and personal property, and services of every class, kind, or description;
- 4. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries;
- 5. To purchase the corporate assets of any other corporation and to engage in the same or other character of business;
- 6. To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock, to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;
- 7. To own and operate an insurance agency pursuant to the provisions of the Florida Insurance Code.
- 8. To do such other things as are incidental to the foregoing to necessary or desirable in order to accomplish the foregoing.

#### ARTICLE IV

## CAPITAL STOCK

The aggregate number of shares which the Corporation has authority to issue is 1000, all of which shall be common shares having a par value of FORTY DOLLARS (40.00) per share.

## ARTICLE V

# PREEMPTIVE RIGHTS GRANTED

Each shareholder of any class of stock of this Corporation shall be entitled to full preemptive rights to purchase unissued or treasury shares of the Corporation and any securities of the Corporation convertible into or carrying a right to subscribe to or acquire shares of any such unissued or treasury shares.

#### ARTICLE VI

## REGISTERED OFFICE

The street address of the initial registered office of the Corporation is: 610 West Azeele Street, Tampa, FL 33606

The name of the registered agent at such address is: Joseph D. Mandt, Esquire.

# ARTICLE VII

#### PRINCIPAL OFFICE

The initial street address of the principal office of the corporation in the State of Florida is: 16057 Tampa Palms Blvd., West, Suite 192, Tampa, FL 33547-2001.

# ARTICLE VIII

#### DIRECTORS

The board of directors of the Corporation shall consist of one (1) member.

The name and address of the director is:

NAME

**ADDRESS** 

Diane Rock

16057 Tampa Palms Blvd. West Suite 192 Tampa, FL 33647-2001

# ARTICLE IX

#### **INCORPORATORS**

The name and address of the incorporator is:

**NAME** 

<u>ADDRESS</u>

Diane Rock

16057 Tampa Palms Blvd. West Suite 192 Tampa, FL 33647-2001

#### ARTICLE X

## INDEMNIFICATION

The Corporation shall indemnify any officer or director to the full extent permitted by law.

#### ARTICLE XI

# REIMBURSEMENT FOR ORGANIZATIONAL AND CERTAIN OTHER PRE-INCORPORATION EXPENSES: ADOPTION OF CONTRACTS

The Corporation hereby adopts all contracts made on its behalf by the hereinbefore mentioned incorporators. The Corporation further authorizes its directors to reimburse the hereinbefore mentioned incorporators for any and all expenses made on behalf of the Corporation, prior to its incorporation, and for any and all expenses incurred in the organization and formation of the Corporation. The Directors of this Corporation shall have the sole discretion to determine the expenses for which the hereinbefore mentioned incorporators shall be reimbursed.

#### ARTICLE XII

# RIGHT TO AMEND ARTICLES OF INCORPORATION

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment hereto and any writing inferred upon the Shareholders shall be subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 22 day of Secretary, 1995.

Siane Kock

STATE OF FLORIDA

SS

COUNTY OF Hillsborough

ON THIS <u>SQ</u> day of <u>February</u>, 1995, before me, a notary public duly authorized in the State and County last aforesaid, personally appeared

, known to me to be the person whose name are subscribed to the above Articles of Incorporation, and acknowledged that he executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the day and year aforesaid.

My Commission Expires:

Notary Public, State of Florida at Large.



· CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

1 1746

DATE