

CORPORATION INFORMATION
SERVICES, INC.
1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9171
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800-342-8086

CSC networks

95
ENT NO. : 072100000032

MAIL TO:
P.O. Box 5028
TALLAHASSEE, FL 32314

REFERENCE : 557785 89089A

AUTHORIZATION :

Patricia Pzyato

COST LIMIT : \$ 122.50

ORDER DATE : March 9, 1995

ORDER TIME : 10:08 AM

ORDER NO. : 557785

700001425127

CUSTOMER NO: 89089A

CUSTOMER: Judith E. McCaffrey, Esq
MCCAFFREY & RAIMI, P.A.

Suite 202
4501 Tamiami Trail North
Naples, FL 33940

DOMESTIC FILING

P95000019388

NAME: DON TAYLOR, INC.

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Lori R. Dunlap

EXAMINER'S INITIALS:

DM
3-9-95
02/A

FILED
95 MAR -9 PM 2:23
TALLAHASSEE, FLORIDA
SECRET

ARTICLES OF INCORPORATION

OF

Don Taylor, Inc.

FILED
95 MAR -9 PM 2:23
SEC. STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, hereby adopts these articles to form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation shall be Don Taylor, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Florida Department of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSES, POWERS, & RIGHTS

This corporation is being organized for the purpose of conducting a publishing business and to provide all services related thereto. This corporation may also engage in any other lawful act or activity for which corporations may be organized under the laws of the State of Florida.

In furtherance of its corporate purposes, this corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the laws of the State of Florida, including the power and right:

- A. To change the Certificate of Incorporation at any time pursuant to law and the By-laws;
- B. To change the principal office of the corporation and establish, from time to time, other locations, within or outside the State of Florida for corporate operations, pursuant to the By-laws, and without the necessity of amending the Certificate of Incorporation;
- C. To invest the funds of this corporation in real estate, mortgages, stocks, bonds, or any other type of investment, and to own real and personal property necessary for the conduct of its business;
- D. To purchase and acquire, in accordance with law and the By-laws, any or all of its shares.

ARTICLE IV. CAPITAL STOCK

- A. This corporation shall have the authority to issue 10,000 shares of common stock par value \$1.00 per share.
- B. The designations, voting powers, preferences and relative, participating, optional or other special rights, and qualifications, limitations or restrictions of the above stock are as follows:
 - 1. The holders of the common stock are entitled to receive, to the extent permitted by law, such dividends as may be declared from time to time by the Board Of Directors.
 - 2. In the event of the voluntary or involuntary liquidation, dissolution, distribution of assets or winding up of the corporation, after distribution in full of the preferential amounts, if any, to be distributed to the creditors

and holders of shares of preferred stock, if any such stock shall be authorized herein and issued, the holders of common stock shall be entitled to receive all of the remaining assets of the corporation of whatever kind available for distribution to shareholders, ratably in proportion to the number of shares of common stock held by them respectively. The Board of Directors may distribute in kind to the holders of common stock such remaining assets of the corporation or may sell, transfer or otherwise dispose of all or any part of such remaining assets to any other person, corporation, trust, or other entity and receive payment therefor in cash, stock or obligations of such other person, corporation, trust or other entity, or any combination thereof, and may sell all or any part of the consideration so received and distribute any balance thereof in kind to holders of common stock. The merger or consolidation of the corporation into or with any other corporation, or the merger of any other corporation into it, or any purchase or redemption of shares of stock of the corporation of any class, shall not be deemed to be a dissolution, liquidation nor winding up of the corporation for the purposes of this paragraph.

3. Any person, upon becoming the owner or holder of any shares of the common stock or other securities having voting rights issued by this corporation ("shareholder"), does thereby consent and agree that all rights, powers, privileges, obligations or restrictions pertaining to such person or such securities in any way may be altered, amended, restricted, enlarged, or repealed by legislative enactments of the State of Florida, or of the

United States hereinafter adopted which have reference to or affect corporations, such securities, or such persons, if any; and that the corporation reserves the right to transact any business of the corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the cash price at which such shares are offered to others or for cash at the per share valuation used for a sale of such shares for other than cash.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the same price as the price at which such shareholder proposes to sell the shares to another person. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the

purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

The By-laws of this corporation as well as agreements between or among its shareholders may impose additional restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of the corporation by any of its shareholders, including restrictions on the manner, form, terms, and conditions of such transfer.

These restrictions shall not affect the rights of third persons without actual notice of these provisions unless the existence of the provisions is plainly noted on the certificate evidencing the ownership of such stock.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles Of Incorporation, By-Laws, And/Or Agreements Between Or Among Its Shareholders, Copies Of Which Are On File At This Corporation's Principal Office."

ARTICLE VII. BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The business and affairs of the Corporation shall be managed by the Board of Directors. In addition to any powers conferred herein or in the By-laws, the Board of Directors may, subject to any express limitation contained in these Articles of Incorporation or in the By-laws, exercise the full extent of powers conferred by the laws of the State of Florida upon corporations or directors thereof and the enumeration and definition of particular powers herein or in the By-laws shall in no way be deemed to restrict or otherwise limit those lawfully conferred powers. In

furtherance and without limitation of the foregoing, the Board of Directors shall have the power to make, alter, amend or repeal from time to time the By laws of the Corporation.

The names and mailing addresses of the persons who shall serve as directors of the corporation until the first annual meeting of the shareholders are as follows:

Donald L. Taylor
5931 12th Avenue S.W.
Naples, FL 33999

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be: Don Taylor, Inc., Inc., C/O Judith E. McCaffrey, 4501 Tamiami Trail North, Suite 202, Naples, Florida 33940.

The name of the individual who shall serve as this corporation's initial registered agent at that address is: Judith E. McCaffrey.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Judith E. McCaffrey, 4501 Tamiami Trail North, Suite 202 Naples, Florida 33940.

ARTICLE XI. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto, in the manner now or hereafter prescribed by statute. Any rights conferred upon the shareholders are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber executes these articles of incorporation on the date indicated:


Judith E. McCaffrey - Incorporator


March 6, 1995

I hereby accept my designation as resident agent and agree to serve as the resident agent of Don Taylor, Inc., Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Don Taylor, Inc., Inc.


Judith E. McCaffrey - Registered Agent
State Of Florida
County Of Collier

March 6, 1995

On March 6, 1995 Judith E. McCaffrey, designated above as the individual who shall serve as this corporation's incorporator and initial registered agent, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation Of Don Taylor, Inc., Inc.


Notary Public
Notary's Name Printed: HOLLY A. HARMON

Commission Expiration Date: _____

(Seal)



HOLLY A. HARMON
My Commission CC338178
Expires Dec. 26, 1997
Bonded by HAI
800-422-1555