

SEN

0-85

408

CARLTON FIELDS

CORPORATIONS

7 7

3/16/95

DIVISION OF CORPORATIONS

PUBLIC ACCESS SYSTEM

((H95000003053))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS

FROM: CARLTON, FIELDS OF ST. PETERSBURG

DEPARTMENT OF STATE

1 PROGRESS PLAZA, BARNETT TOWER

STATE OF FLORIDA

SUITE 2300

409 EAST GAINES STREET

ST. PETERSBURG FL 33701-000027

TALLAHASSEE, FL 32399

CONTACT: ANNE V ELLIS

FAX: (904) 922-4000

PHONE: (813) 821-7000

FAX: (813) 822-3768

((H95000003053))

DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: S HERMAN & ASSOCIATES, INC.

FAX AUDIT NUMBER: H95000003053

CURRENT STATUS: REQUESTED

DATE REQUESTED: 03/16/1995

TIME REQUESTED: 15:46:45

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

NUMBER OF PAGES: 8

METHOD OF DELIVERY: FAX

ESTIMATED CHARGE: \$122.50

ACCOUNT NUMBER: 075364003002

Note: Please print this page and use it as a cover sheet when submitting documents to the Division of Corporations. Your document cannot be processed without the information contained on this page. Remember to type the Fax Audit number on the top and bottom of all pages of the document.

((H95000003053))

** ENTER 'N' FOR MENU. **

ENTER SELECTION AND <CR>:

Menu: <Ctrl R-Shift>

pcANYWHERE Online

RECEIVED
MAR 17 1995
11:46:45
FAX

[Handwritten signature]

SENT BY:

3-16-85 : 4:40PM :

CARLTON FIELDS - DIV OF CORPORATIONS: # 2/ 7

H95000003053

ARTICLES OF INCORPORATION

OF

Z HERMAN & ASSOCIATES, INC.

FILED
55 MAR 17 AM 10:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I - NAME

The name of the Corporation shall be Z HERMAN & ASSOCIATES, INC.

ARTICLE II - PURPOSE AND POWERS

Section 1. The Corporation is formed for the purpose of engaging in any lawful activity or business for which corporations may be incorporated under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III - TERM OF EXISTENCE

The Corporation shall have perpetual existence.

H95000003053

THIS INSTRUMENT PREPARED BY:
David G. Mink, FPM 128075
CARLTON, FIELDS, WARD, MCGRAWHILL,
SMITH & CUTLER, P.A.
P. O. Box 2061
St. Petersburg, Florida 33711
(813) 421-7000

H95000003053

ARTICLE IV - PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be 275 Tenth Street North, St. Petersburg, Florida 33705.

ARTICLE V - MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 275 Tenth Street North, St. Petersburg, Florida 33705.

ARTICLE VI - REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered office of the Corporation shall be 275 Tenth Street North, St. Petersburg, Florida 33705.

Section 2. The name of the initial registered agent of the Corporation located at said address shall be ZACHARY HERMAN.

ARTICLE VII - CAPITAL STOCK

The authorized capital stock of the Corporation shall be 100 shares of common stock having a par value of \$1.00 per share.

ARTICLE VIII - BOARD OF DIRECTORS

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

SENT BY:

3-10-85 : 4:41PM :

CARLTON FIELDS - DIV OF CORPORATIONS: 4/ 7

H95000003053

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
ZACHARY HERMAN	275 Tenth Street North St. Petersburg, FL 33705

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE IX - BYLAWS

Section 1. The Board of Directors shall adopt Bylaws for the corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

H95000003053

SENT BY:

3-18-85 1 4:41PM :

CARLTON FIELDS - DIV OF CORPORATIONS:# 5/ 7

H95000003053

approving shareholders having the requisite number of votes to adopt the proposed amendment and delivered to the Corporation in accordance with applicable law.

Section 3. The power to amend these Articles of Incorporation may be exercised by the Shareholders, without an act of the Board of Directors, if there are 35 or fewer shareholders and the proposed amendment is approved by the shareholders in accordance with one of the procedures specified in paragraph B.1 or 2 of Section 2 above.

Section 4. If no shares have been issued, the power to amend these Articles of Incorporation may be exercised as provided by law by the Board of Directors or the incorporators.

ARTICLE XI - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
DAVID G. MULOCK	Barnett Tower, 23rd Floor, 200 Central Avenue, St. Petersburg, FL 33701

ARTICLE XII - ELECTIONS REGARDING CERTAIN PROVISIONS OF THE FLORIDA STATUTES

Section 1. Pursuant to Section 607.0901 of the Florida Statutes, unless certain conditions are satisfied or unless these Articles of Incorporation contain a provision expressly electing not to be governed by Section 607.0901, an affiliated transaction shall only be approved by an affirmative vote of the holders of two thirds (2/3) of the voting shares other than the

H95000003053

SENT BY:

3-16-95 : 4:42PM :

CARLTON FIELDS - DIV OF CORPORATIONS:# 6/ 7

H95000003053

shares beneficially owned by the interested shareholder. For purposes of this Corporation, Section 607.0901 of the Florida Statutes shall not apply.

Section 2. Pursuant to Section 607.0902 of the Florida Statutes, unless otherwise provided in these Articles of Incorporation or Bylaws of this Corporation before a control-share acquisition has occurred, in the event control shares acquired in a control-share acquisition are accorded full voting rights and the acquiring person has acquired control shares with a majority or more of all voting power, all shareholders of an issuing public corporation shall have dissenters' rights to receive the fair value of their shares as provided by law. For purposes of this Corporation, Section 607.0902 of the Florida Statutes shall not apply.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 16th day of March, 1995.



DAVID G. MULOCK, Incorporator

SENT BY:

3-16-95 1:41:22PM

CARLTON FIELDS - DIV OF CORPORATIONS: # 7/ 7

H95000003053

**CERTIFICATE OF DESIGNATION AND ACCEPTANCE
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the state of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **Z HERMAN & ASSOCIATES, INC.**
2. The name and address of the registered agent and office is: **ZACHARY HERMAN
275 Tenth Street North
St. Petersburg, FL 33705**

SIGNATURE: *David G. Mulock*
DAVID G. MULOCK

TITLE: **Incorporator**

DATE: **March 16th, 1995**

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, 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 RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: *Zachary Herman*
ZACHARY HERMAN

DATE: **March 16, 1995**

FILED
MAR 17 1995
TAMPA
FLORIDA