

# P95000022964

*Dennis S. Rooker, P.C.*

A PROFESSIONAL LEGAL CORPORATION

115 SOUTH PANTOPS DRIVE

CHARLOTTESVILLE, VIRGINIA 22901

ADMITTED TO PRACTICE LAW IN

VIRGINIA, WEST VIRGINIA AND FLORIDA

DENNIS S. ROOKER  
PRESIDENT

(804) 977-7424  
FAX 977-7428

March 14, 1995

Via Federal Express

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

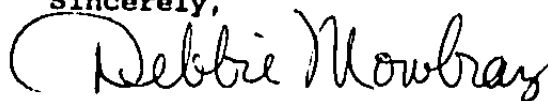
RE: Incorporation of The Art Center, Inc.

Ladies/Gentlemen:

Enclosed herewith are the original and one copy of the Articles of Incorporation of The Art Center, Inc., along with our check in the amount of \$122.50 to cover the filing fees.

If you need any additional information, please contact me at the above telephone number. I would appreciate it if you would send the certificate of incorporation to my attention at the above address. Thank you.

Sincerely,



Debbie S. Mowbray

dsm  
encl.

FILED  
MAR 21 1995

*502-5246  
Incorporation listed  
& signed not same  
P95-22964  
3/21/95*

1000001800034  
03/22/95 0106 01P  
\$\$\$122.50 \$\$\$122.50



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

March 16, 1995

DEBBIE S. MOWBRAY  
DENNIS S. ROOKER, P.C.  
115 S. PANTOPS DR.  
CHARLOTTESVILLE, VA 22901

SUBJECT: THE ART CENTER, INC.  
Ref. Number: W95000005864

We have received your document for THE ART CENTER, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

The person signing as the incorporator must be the same as the person listed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 195A00011772

ARTICLES OF INCORPORATION  
OF  
THE DELRAY CENTER, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation.

**ARTICLE I: Name.**

The name of this corporation is THE DELRAY CENTER, INC.

**ARTICLE II: Business and Activities.**

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III: Capital Stock.**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

**ARTICLE IV: Term of Existence.**

This corporation shall have perpetual existence.

**ARTICLE V: Initial Registered Office and Agent and  
Principal Office Address.**

The street address of the initial registered office of the corporation is 1450 S. Dixie Highway, Boca Raton, Florida, 33432, and the name of the initial registered agent at that address is Robert M. Smither, Jr. The principal office address is 1450 S. Dixie Highway, Boca Raton, Florida, 33432.

**ARTICLE VI: Number of Directors.**

This corporation shall have two (2) Directors initially. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the shareholders in accordance with the Bylaws of this corporation. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at an annual or special meeting. The Directors may authorize and require the payment of the reasonable expenses incurred by Directors in attending meetings of the Directors. Nothing in this Article shall be construed to preclude the Directors from serving the corporation in any other capacity and receiving compensation therefor.

**ARTICLE VII: Initial Board of Directors.**

The name and street address of the initial Directors of this corporation are:

Edwin M. Freakley                      1450 S. Dixie Highway  
Boca Raton, FL 33432

Robert M. Smither, Jr.                1450 S. Dixie Highway  
Boca Raton, FL 33432

**ARTICLE VIII: Incorporator.**

The name and street address of each incorporator signing these Articles are:

Dennis S. Rooker, P.C.                115 South Pantops Drive  
Charlottesville, Virginia, 22901

**ARTICLE IX: Lost or Destroyed Certificates.**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the Bylaws of this corporation.

**ARTICLE X: Amendment to Articles.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock issued and entitled to be voted, unless all the Directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XI: Bylaws.**

The power to adopt, alter, amend or repeal Bylaws of this corporation shall be vested in the Board of Directors.

**ARTICLE XII: Indemnification.**

A. Every person, and his heirs, executors and administrators, who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding of any kind, whether civil, criminal, administrative, arbitrative or investigative, or was or is the subject of any claim, and whether or not by or in the right of the corporation, by reason of his being or having been a director or officer of the corporation, or by reason of his serving or having served at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture,

committee, trust or other enterprise, or at the request of the corporation in any capacity that under Federal Law regulating employee benefit plans would or might constitute him a fiduciary with respect to any such plan, whether or not such plan is or was for employees of the corporation, shall be indemnified by the corporation against expenses (including attorney's fees), judgments, fines, penalties, awards, costs, amounts paid in settlements and liabilities of all kinds, actually and reasonably incurred by him in connection with, or resulting from, such action, suit, proceeding or claim if he acted in good faith and in the manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, except for any such amount resulting from his own gross negligence or willful misconduct in the performance of his duty to the corporation. The termination of any such action, suit or proceeding by judgment, order or conviction, or upon a plea of nolo contendere or its equivalent, or by settlement, shall not of itself create a presumption that any such person did not act in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation or a presumption of gross negligence or willful misconduct.

B. Any indemnification under the preceding paragraph (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of such person is proper in the circumstances because he had met the applicable standard of conduct set forth in said paragraph. Such determination may be made either:

(i) by the Board of Directors of the corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or

(ii) if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or

(iii) by the stockholders.

C. Expenses (including attorneys' fees) incurred by or in respect of any such person in connection with any such action, suit or proceeding, whether civil, criminal, administrative, arbitratve or investigative, may be paid by the corporation in advance of the final disposition thereof upon receipt of an undertaking by, or on behalf of, such person to repay such amount, unless it shall ultimately be determined that he is entitled to be indemnified by the corporation.

D. The Board of Directors of the corporation shall have the power, generally and in specific cases, to indemnify its other employees and agents to the same extent as provided in this Article with respect to its directors and officers.

E. The provisions of this Article are in addition to, and not in substitution for, any other right to indemnity to which any person who is or may be indemnified by or pursuant to this Article may otherwise be entitled, and to the powers otherwise accorded by law to the corporation to indemnify any such person and to purchase and maintain insurance on behalf of any such person against any liability asserted against or incurred by him in any capacity referred to in this Article or arising out of his status as serving or having served in any such capacity (whether or not the corporation would have the power to indemnify against such liability).

F. If any provision of this Article shall be adjudicated invalid or unenforceable, such adjudication shall not be deemed to invalidate or otherwise affect any other provision hereof or any power of indemnity which the corporation may have under the laws of the State of Florida.

IN WITNESS WHEREOF, the undersigned does set his hand and seal and has acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 14th day of March, 1995.

DENNIS S. ROOKER, P.C.

By:

Debra S. Mowbray  
Debra S. Mowbray, Secretary

STATE OF VIRGINIA  
COUNTY OF ALBEMARLE

BEFORE ME personally appeared Debra S. Mowbray, to me well known and known to me to be the Secretary of Dennis S. Rooker, P.C., the incorporator described in and who executed the foregoing Articles of Incorporation and acknowledged before me that she executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State aforesaid this 14th day of March, 1995.

My commission expires:

1-31-98

A. Pressimone  
NOTARY PUBLIC

Commission Number:

082564334

Adele Pressimone  
Printed Name

[NOTARIAL SEAL]

ACCEPTANCE BY THE REGISTERED AGENT:

Robert M. Smither, Jr. is familiar with and accepts the obligations provided for in §607.325.

Dated: March 14, 1985.

Robert M. Smither, Jr.  
Robert M. Smither, Jr.

FILED  
MAR 14 1985  
FBI - MEMPHIS