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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: LUMLEY ASSOCIATES, INC.

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**ARTICLES OF INCORPORATION
OF
LUMLEY ASSOCIATES, INC.**

The undersigned incorporator hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I.
Name**

The name of this Corporation shall be Lumley Associates, Inc.

**ARTICLE II.
Nature of Business**

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be formed under Chapter 607 of the Florida Statutes.

**ARTICLE III.
Stock**

The authorized capital stock of this Corporation shall consist of 2,000 shares of Common Stock with a par value of \$1.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Shareholders or Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

**ARTICLE IV.
Incorporator**

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

Philip M. Sprinkle II, Esquire
Merchon, Sawyer, Johnston, Dunwoody & Cole
777 South Flagler Drive, Suite 900 East
West Palm Beach, Florida 33401

Philip M. Sprinkle II, P.A.
Fla. Bar No. 0724890
Merchon, Sawyer, Johnston, Dunwoody & Cole
777 South Flagler Drive, Suite 900 East
West Palm Beach, Florida 33401
(407) 689-8888

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ARTICLE V.**Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VI.**Address of Principal Office, Registered Office and Registered Agent**

The address of the principal office of this Corporation is 3463 A Palm City Avenue, Palm City, Florida 34990 and the mailing address is 3463 A Palm City Avenue, Palm City, Florida 34990. The street address of the initial registered office of this Corporation in the State of Florida shall be 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401. The name of the initial registered agent of the Corporation at the above address shall be Philip M. Sprinkle II, Esquire. The Board of Directors may from time to time change the principal office and/or mailing address of registered office or registered agent to any other address in the State of Florida.

ARTICLE VII.**Number of Directors**

The business of this Corporation shall be managed by a Board of Directors consisting of not fewer than one (1) individual, the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE VIII.**Officers**

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation and if applicable, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office.

ARTICLE IX.**By-Laws**

The Shareholders shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered or repealed by the Shareholders or Directors in any manner permitted by the By-Laws.

Philip M. Sprinkle II, P.A.
Fla. Bar No. 0734890
Marshon, Sawyer, Johnson, Dornwy & Cole
777 South Flagler Drive, Suite 900 East
West Palm Beach, Florida 33401
(407) 659-5990

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ARTICLE X.
Transactions In Which Directors
Or Officers Are Interested

a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director or Directors or officer is present at or participates in the meeting of the Board of Directors or a committee thereof, which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

b). Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XI.
Indemnification of Directors
and Officers

Section 1. Terms used in this Article XI shall have the meanings ascribed to them in Florida Statutes Section 607.0850 or any amended or successor sections of the Florida Statutes.

Section 2. Except as may otherwise be provided herein, the Corporation shall, to the fullest extent authorized or permitted by the Florida Statutes, as the same may be amended or modified from time to time, other than F.S. Section 607.0850(7) or any amended or successor section, indemnify any officer, Director, employee or agent who was or is a party to any proceeding against (a) in the case of any proceeding other than an action by or in the right of the

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Corporation, liability incurred in connection with such proceeding including any appeal thereof, or (b) in the case of any proceeding by or in the right of the Corporation, expenses and amounts paid in settlement not exceeding, in the judgment of the Board of Directors, the estimated expense of litigating the proceeding to conclusion; provided, however, that the Corporation shall not, under this Section 2 or Section 4, indemnify any officer, Director, employee or agent if a judgment, settlement or other final adjudication establishes that the officer's, Director's, employee's or agent's actions or omissions to act (i) constitute a tortious act relating to such person's actions in a personal or professional capacity or (ii) (1) were material to the cause of action so adjudicated and (2) constitute:

- (A) a violation of the criminal law, unless the officer, Director, employee or agent had reasonable cause to believe his or her conduct was lawful or had no reasonable cause to believe his or her conduct was unlawful; or
- (B) a transaction from which the officer, Director, employee or agent derived an improper personal benefit, either directly or indirectly; or
- (C) willful misconduct or a conscious disregard for the best interests of the Corporation in a proceeding by or in the right of the Corporation to procure a judgment in its favor or in a proceeding by or in the right of a member.

Section 3: Notwithstanding the failure of the Corporation to provide indemnification due to a failure to satisfy the conditions of Section 2 of this Article XI and despite any contrary determination of the Board of Directors or, if applicable, the membership of the Corporation, an officer, Director, employee or agent of the Corporation who is or was a party to a proceeding may apply for indemnification advancement of expenses; or both; to the court conducting the proceeding, to the circuit court, or to any other court of competent jurisdiction. On receipt of an application, such court, after any notice that it considers necessary, may order indemnification and advancement of expenses, including expenses incurred in seeking court-ordered indemnification or advancement of expenses, if the court determines that:

- (a) the officer, Director, employee or agent is entitled to mandatory indemnification pursuant to F.S. Section 607.0850 or any amended or successor section, in which case the court shall also order the Corporation to pay such person reasonable expenses incurred in obtaining court-ordered indemnification or advancement of expenses; or

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- (b) the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4.

It is the express intention and desire of the Corporation to avoid any obligation to indemnify or advance expenses to any officer, Director, employee or agent if (i) the officer, Director, employee or agent is not entitled to mandatory indemnification pursuant to Section 3(a) of this Article XI or (ii) the Corporation has not otherwise agreed to indemnify or advance expenses to such officer, Director, employee or agent pursuant to Section 3(b). The Corporation does not recognize and will not permit any officer's, Director's, employee's or agent's application for indemnification or advancement of expenses, or both, to any court if the application is not based in its entirety on a claim that the officer, Director, employee or agent is entitled to mandatory indemnification or advancement of expenses, or both, or that the officer, Director, employee or agent is entitled to indemnification or advancement of expenses, or both, by virtue of the Corporation's exercise of its authority pursuant to Section 4 of this Article XI.

Section 4. Section 2 shall not be construed to mean that indemnification by the Corporation pursuant to F.S. Section 607.0850(7) is not permitted. Subject nevertheless to the limitations of Section 2, the Corporation may, in its sole discretion, make any other or further indemnification or advancement of expenses to any officer, Director, employee or agent under any By-law, agreement, vote of members, if any, or disinterested Directors, or otherwise, both as to actions of such officer, Director, employee or agent in his or her official capacity and as to actions in another capacity while holding such office.

Section 5. Any indemnification under this Article XI shall be made by the Corporation only as authorized in a specific case upon a determination that indemnification of the officer, Director, employee, or agent is proper under the circumstances because he or she has met the applicable standard of conduct set forth in this Article XI. Such determination shall be made:

- (a) By the Board of Directors, by a majority vote of a quorum consisting of Directors who were not parties to such proceeding;
- (b) If such a quorum is not obtainable or, even if obtainable, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate) consisting solely of two or more Directors not at the time parties to the proceeding;
- (c) By independent legal counsel:
 - (i) Selected by the Board of Directors prescribed in Section 5(a) or the committee prescribed in Section 5(b), or

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- (11) If a quorum of the Directors cannot be obtained for purposes of Section 5(a) and the committee cannot be designated for purposes of Section 5(b), independent legal counsel selected by a majority vote of the full Board of Directors (in which event Directors who are parties may participate); or
- (d) By the shareholders of the Corporation, by a majority vote of a quorum consisting of shareholders who were at the time not parties to such proceeding, or if no such quorum is obtainable, by a majority vote of a quorum of the shareholders including, if applicable, shareholders who were parties to such proceeding as well as shareholders who were not parties to such proceeding.

Section 6. Expenses incurred by an officer or Director in defending a civil or criminal proceeding may be paid by the Corporation in advance of the final disposition of such proceeding upon receipt of an undertaking by or on behalf of such officer or Director to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XI. Expenses incurred by an employee or agent may be paid in advance of the final disposition of such proceeding upon such terms and conditions as the Board of Directors may, from time to time, deem appropriate, but which terms will require, at minimum, the receipt of an undertaking by or on behalf of such employee or agent to repay such amount if he or she is ultimately found not to be entitled to indemnification by the Corporation pursuant to this Article XI.

Section 7. Indemnification and/or advancement of expenses as provided in this Article XI shall continue, unless otherwise provided, when such indemnification and/or advancement of expenses is authorized or ratified, to a person who has ceased to be an officer, Director, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 8. If any part of this Article XI shall be found to be invalid or ineffective in any proceeding, the validity and effect of the remaining part thereof shall not be affected.

Section 9. Nothing in this Article XI is intended nor should it be interpreted to limit, in any way, the immunity from civil liability applicable to the Corporation's officers and Directors.

ARTICLE XII. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its shareholders. Nor shall the corporation be required to file a balance

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sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIII.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing incorporator to the foregoing Articles of Incorporation, has herunto set his hand and seal this 26 day of

April, 1985.



(SEAL)

Philip M. Sprinkle II, Esquire

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**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

Lumley Associates, Inc. desiring to organize as a corporation under the laws of the State of Florida, has designated 777 South Flagler Drive, Suite 900 East, West Palm Beach, Florida 33401, as its initial Registered Office and has named Philip M. Sprinkle II, Esquire located at said address as its initial Registered Agent.

BY: 
Philip M. Sprinkle II, Esquire
Incorporator

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping said office open at designated times.

BY: 
Philip M. Sprinkle II, Esquire
Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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