

LAW OFFICES

**COTTRELL, WARCHOL, MERCHANT, AND HELDRETH**

1633 SOUTHEAST 47TH TERRACE  
CAPE CORAL, FLORIDA 33904  
(813) 642-0700  
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AREA CODE CHANGE EFFECTIVE MAY 28, 1995 TO (941)

JAMES L. COTTRELL \*  
MARTHA S. WARCHOL \*\*  
WILLIAM O. MERCHANT \*\*\*  
SYLVIA E. HELDRETH \*\*\*\*

HARVEY ROLLINGS \*\*\*\*\*

\* also admitted in Kentucky  
\*\* also admitted in Illinois  
\*\*\* also admitted in Michigan and  
Board Certified Circuit Court Mediator  
\*\*\*\* also admitted in California and  
Board Certified in Real Estate Law  
\*\*\*\*\* also admitted in Alabama

MAILING ADDRESS:  
POST OFFICE BOX 767  
CAPE CORAL, FLORIDA 33916

May 5, 1995

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Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32301

Attn: Corporate Division

RE: KATHCAR & ASSOCIATES, INC.

Dear Sir:

Enclosed herewith is the original and one copy of the Articles of Incorporation of the above referenced corporation, together with a check in the amount of \$122.50, said check allocated as follows:

\$35.00 filing fee  
\$35.00 registered agent fee  
\$52.50 certified copy

Please return a certified copy of the Articles of Incorporation to this office.

Thank you for your cooperation in this matter.

Very truly yours,

*Sylvia E. Heldreth*  
Sylvia E. Heldreth

SEH/slm

Enclosures

5/10/95  
TS

ARTICLES OF INCORPORATION  
OF  
KATHCAR & ASSOCIATES, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
JULY 3 1961

The undersigned, acting as incorporators of a corporation under the laws of the State of Florida, and Florida Statutes, Chapter 607, hereby set forth and declare:

C H A R T E R

Article I

The name of the corporation shall be **KATHCAR & ASSOCIATES, INC.**

Article II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

Article III

The aggregate number of shares which the corporation shall have authority to issue shall be 100 shares of \$5.00 par value common stock, which shall be nonassessable and held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. The shares of the Corporation shall not be divided into classes and the Corporation is not authorized to issue shares in series.

Article IV

The corporation shall commence business on filing with the Secretary of State, and it shall be perpetual until dissolved as provided by law.

#### Article V

The mailing address of the corporation shall be 3631 N.W. 9th Terrace, the City of Cape Coral, County of Lee, in the State of Florida. The location of the corporation is 3631 N.W. 9th Terrace, Cape Coral, Florida, 33909. The corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

#### Article VI

The corporation shall have a Board of Directors of not less than one (1) nor more than three (3) directors, which number may be increased or decreased from time to time. The number of directors shall be established by the Shareholders at their annual meeting or any special meeting called for such purpose, unless the number is fixed by the Bylaws.

#### Article VII

The initial Board of Directors shall consist of two members, who need not be residents of the State of Florida or shareholders of the Corporation. The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

Arline Winfield  
3631 N.W. 9th Lane  
Cape Coral, FL 33909

John Rainwater  
3631 N.W. 9th Lane  
Cape Coral, FL 33909

#### Article VIII

The Officers by whom the business of said corporation shall be conducted shall be a President, who shall be a Director, a Secretary and a Treasurer, and such other officers, agents and factors, chosen in such manner, holding their office for such term and having such powers and duties as may be prescribed by the Bylaws or determined by the Board of Directors. The names and post office addresses of the Officers who shall conduct the business of the corporation until their successors are elected and qualified following the first meeting of the Board of Directors shall be:

Arline Winfield, President & CEO  
3631 N.W. 9th Terrace  
Cape Coral, Florida 33909

Carolyn Winfield, Vice President  
15210 Amberly Drive, Apt. 1032  
Tampa, Florida 33647

Kathleen Winfield, Secretary & Treasurer  
11450 N.W. 43rd Avenue  
Coral Springs, Florida 33065

#### Article IX

The name and post office address of the incorporators and initial subscribers of this corporation, with the number of shares subscribed for, are as follows:

Arline Winfield	100 Shares
3631 N.W. 9th Terrace	
Cape Coral, FL 33909	

#### Article X

The amount of indebtedness or liability to which the corporation at any time may subject itself shall be unlimited.

#### Article XI

The street address of the initial registered office of this corporation is 3631 N.W. 9th Terrace, Cape Coral, Florida, 33909, and the name of the initial registered agent of this corporation at that address is Arline Winfield.

#### Article XII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article XIII

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### Article XIV

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

#### Article XV

Each director and officer of the corporation, whether or not

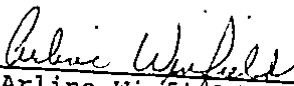
then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceeding in which he may be involved or to which he may be made a party by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duty as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such director or officer.

#### Article XVI

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer, or director, is in any way interested in such transaction or contract, provided that such transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a

majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

IN WITNESS WHEREOF, we the undersigned being each and all of the original subscribers to the capital stock hereinbefore mentioned for the purpose of forming a corporation under the laws of the State of Florida do make, subscribe, acknowledge and file the foregoing Articles of Incorporation, hereby jointly and severally certifying that the facts therein stated are true, and hereby, respectively, agree to take the number of shares of stock hereinbefore set forth at the consideration stated, and accordingly set our hands and seals at Cape Coral, Florida, this 5th day of May, 1995.

  
\_\_\_\_\_  
Arline Winfield (Seal)

STATE OF FLORIDA  
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 5th day of May, 1995 by Arline Winfield, who is personally known to me or who has produced DRIVER LICENSE(S) as identification, who did not take an oath and who made and subscribed to the foregoing Articles of Incorporation, and certifies and acknowledges that he made and executed said certificate for the use and purposes therein expressed.

Sheryl L. McCart  
Print Name: SHERYL L. MCCART  
Notary Public

My commission expires:





In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance, with said Act:

First That **KATMCAR & ASSOCIATES, INC.**, desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 3631 N.W. 9th Terrace, City of Cape Coral, County of Lee, State of Florida, has named Arline Winfield, located at 3631 N.W. 9th Terrace, City of Cape Coral, County of Lee, State of Florida, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENTS:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Arline Winfield  
Arline Winfield,  
Registered Agent