

P45000037185

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
230 N. E. 25TH AVENUE
OCALA, FLORIDA 34470-2938

H. EDWARD DEAN
JONATHAN S. DEAN
BUBAN E. DEAN
ROBERT A. STERNER
DARYL M. NEDELISKY
TIMOTHY S. DEAN
ALBERT J. VIDAL

TELEPHONE NUMBER
904-388-2800

FAX NUMBER
904-867-8787

May 5, 1995

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

000001479480
-05/08/95--01132--002
***122.50 ***122.50

RE: Articles of Incorporation
Central Florida Directory Publications, Inc.

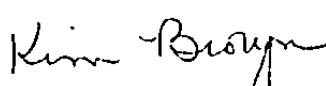
Dear Sirs:

Enclosed herewith please find our firm's check in the amount of \$122.50 representing the filing fee for the enclosed Articles of Incorporation. I have also enclosed a copy of the Articles to be returned marked "Filed."

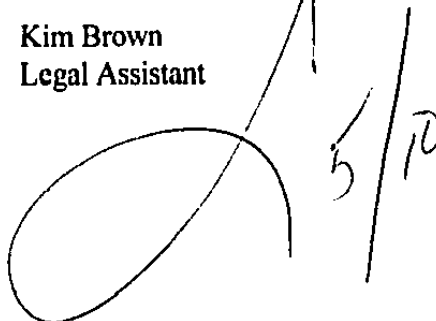
If you have any questions regarding the aforementioned, please do not hesitate to contact me.

Very truly yours,

DEAN AND DEAN, P.A.


Kim Brown
Legal Assistant

/kab
Enclosures



95 MAY -8
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA DIRECTORY PUBLICATIONS, INC.



I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

Name

The name of this corporation shall be: CENTRAL FLORIDA DIRECTORY PUBLICATIONS, INC., 832 NW 30th Avenue, Suite 100, Ocala, Florida 34475.

ARTICLE II

Existence of Corporation

This corporation shall begin existence on the date of filing with the Secretary of State and shall have perpetual existence.

ARTICLE III

Purposes

The corporation may engage in the transaction of any or all lawful business for which corporations may be incorporated under the laws of the State of Florida.

ARTICLE IV

General Powers

The corporation shall have power:

(a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(d) To lend money to, and use its credit to assist, its officers and employees in accordance with Section 607.141, Florida Statutes.

(e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoters incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V ***Capital Stock***

The total number of shares of capital stock authorized to be issued by the corporation shall be 100 shares having a par value of \$1.00 per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

ARTICLE VI ***Preemptive Rights***

The stockholders of the corporation shall have the preemptive right to subscribe for and purchase their proportionate shares of any additional stock issued by the corporation, from and after the issuance of the shares originally subscribed for by the stockholders of this corporation, whether such additional shares be issued for cash, property, services or any other consideration, and whether or not such shares be presently authorized or be authorized by subsequent amendment to these Articles of Incorporation.

ARTICLE VII
Registered office and Registered Agent

The street address of the corporation's initial registered office is 230 NE 25th Avenue, Ocala, Florida 34470, and the name of the corporation's initial registered agent at such address is Daryl K. Nedelisky, Esquire. The corporation may change its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.037, Florida Statutes.

ARTICLE VIII
Initial Board of Directors

The number of directors constituting the initial Board of Directors shall be one (1) and the name and address of each the person who is to serve as a sole member thereof is as follows:

Patricia A. VanLeer
832 NW 30th Avenue, Suite 100
Ocala, Florida 34475

ARTICLE IX
Incorporators

The name and address of the incorporator of this corporation is as follows:

Patricia A. VanLeer
832 NW 30th Avenue, Suite 100
Ocala, Florida 34475

ARTICLE X
Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

ARTICLE XI
Indemnification

The Corporation shall indemnify, or advance reasonable expenses, to the fullest extent authorized or permitted by the Florida General Corporation Act, to any person made,

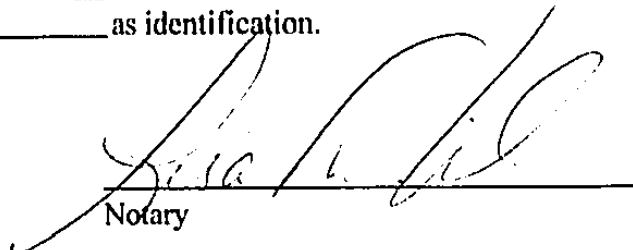
or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

IN WITNESS WHEREOF, I, the undersigned, have executed these Articles for the uses and purposes therein stated.


PATRICIA A. VANLEER

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on the 24th day of April, 1995, by PATRICIA A. VANLEER, who is personally known to me (Yes ☐ No ☒) or has produced Florida driver's license as identification.


Notary

Name: _____

NOTARY PUBLIC
My Commission Expires



LISA M. WILSON
MY COMMISSION # CC 236616 EXPIRES
October 18, 1996
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE
OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

FILED
CLERK OF DISTRICT COURT
JULY - 8 1995
TALLAHASSEE, FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

CENTRAL FLORIDA DIRECTORY PUBLICATIONS, INC., with its principal place of business in the City of Ocala, County of Marion, State of Florida, has named Daryl K. Nedelisky, Esquire located at 230 NE 25th Avenue, City of Ocala, County of Marion, State of Florida, as its agent to accept service of process within Florida.

Dated: APRIL 24th, 1995

CENTRAL FLORIDA DIRECTORY
PUBLICATIONS, INC.

By: Patricia A. Van Leer

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: APRIL 24th, 1995

Daryl K. Nedelisky
Daryl K. Nedelisky, Esquire

P95000037185

SAVAGE, KRIM & SIMONS, P.A.

CHARLES A. SAVAGE (1898-1994)
FRED J. KRIM
GARY C. SIMONS
TIMOTHY S. BABIARZ

121 NW THIRD STREET
OCALA, FLORIDA 34475-6695
(352) 732-8944
FAX (352) 867-0504

OF COUNSEL
RICHARD T. JONES

June 20, 1996

Secretary of State
Bureau of Corporate Records
PO Box 6327
Tallahassee, Florida 32314

Re: Central Florida Directory Publications, Inc.

Dear Sir or Madam:

We are enclosing the following documents:

1. The original and a copy of the Articles of Amendment to Articles of Incorporation of Central Florida Directory Publications, Inc.
2. The original and a copy of the Certificate of Change of Registered Agent showing Gary C. Simons has accepted the fiduciary responsibility as Registered Agent of the Corporation.
3. Our general account check in the amount of \$122.50. This check represents: \$35.00 filing fee for Articles of Amendment; \$52.50 for a certified copy thereof; and \$35.00 Registered Agent fee.

We would appreciate it if you would certify the copy of the Articles of Amendment and return it to us with a proper Certificate.

Very truly yours,

Timothy S. Babiarz

Timothy S. Babiarz
For the Firm

TSB:Bib
Enclosures
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Amend

VS JUL 10 1996

FILED
96 JUL -3 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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DIVISION OF CORPORATIONS



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham
Secretary of State

June 26, 1996

TIMOTHY S. BABIARZ
SAVAGE, KRIM & SIMONS, P.A.
121 NW THIRD STREET
OCALA, FL 34475-6695

SUBJECT: CENTRAL FLORIDA DIRECTORY PUBLICATIONS, INC.
Ref. Number: P95000037185

We have received your document for CENTRAL FLORIDA DIRECTORY PUBLICATIONS, 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 fee to file articles of amendment is \$35. For each certified copy requested, please add an additional \$52.50.

We have received your document for CENTRAL FLORIDA DIRECTORY PUBLICATIONS, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for completion of the enclosed affidavit as well as the following correction(s).

The total amount due is \$87.50.

The fee to file the amendment is \$35.00 plus an additional \$52.50 for a certified copy if you change the Registered Agent in the amendment document there is no additional fee for that, but be sure to attach the acknowledgement & signature of the new Registered Agent.

We are returning your check for \$122.50 to be replaced by one in the correct amount of \$87.50.

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) 487-6909.

Velma Shepard
Corporate Specialist

Letter Number: 496A00031691

RECEIVED
96 JUL -3 AM 9:33
DIVISION OF CORPORATIONS

RECEIVED JUN 28 1996

LAW OFFICES

SAVAGE, KRIM & SIMONS, P.A.

CHARLES A. SAVAGE (1898-1994)
FRED J. KRIM
GARY C. SIMONS
TIMOTHY S. BABIARZ

121 NW THIRD STREET
OCALA, FLORIDA 34475-6695

(352) 732-8944
FAX (352) 867-0504

OF COUNSEL
RICHARD T. JONES

July 1, 1996

Secretary of State
Bureau of Corporate Records
409 East Gaines Street
Tallahassee, Florida 32399

Re: Central Florida Directory Publications, Inc.

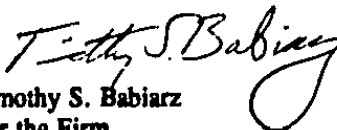
Dear Sir or Madam:

Enclosed please find a copy of a letter dated June 26, 1996, from your office regarding the above Corporation. Please note that we have made additional amendments. We are enclosing the following documents:

1. The original and a copy of the Articles of Amendment to Articles of Incorporation of Central Florida Directory Publications, Inc.
2. The original and a copy of the Certificate of Change of Registered Agent showing Gary C. Simons has accepted the fiduciary responsibility as Registered Agent of the Corporation.
3. Our general account check in the amount of \$87.50. This check represents: \$35.00 filing fee for Articles of Amendment and \$52.50 for a certified copy thereof.

We would appreciate it if you would certify the copy of the Articles of Amendment and return it to us with a proper Certificate.

Very truly yours,


Timothy S. Babiarz
For the Firm

TSB:Blb
Enclosures
VIA UPS NEXT DAY AIR
D:\LE\CTDP\05.7-1

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

FILED
96 JUL -3 PM 12:06
SECRETARY OF STATE
TALLAHASSEE FLORIDA

CENTRAL FLORIDA DIRECTORY PUBLICATIONS, INC.

Pursuant to the provisions of Section 607.1006, *Florida Statutes*, the undersigned corporation adopts the following Articles of Amendment to its Articles of Incorporation which shall be effective as of June 20, 1996:

- First: The total number of shares of capital stock authorized to be issued by the Corporation shall be two thousand (2,000) shares having a par value of One Dollar (\$1.00) per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the Stockholders. All or any part of said capital stock may be paid for in cash, in property or in labor or services actually performed for the Corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be non-assessable.
- Second: The street address of the Corporation's registered office is 121 NW Third Street, Ocala, Florida 34475, and the name of the Corporation's registered agent is Gary C. Simons. The Corporation may change its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, *Florida Statutes*.
- Third: There shall be no cumulative voting by the shareholders.
- Fourth: The amendments were unanimously approved by the Board of Directors and shareholder.
- The number of votes cast for the amendments was sufficient for approval.

Dated June 20, 1996.

Central Florida Directory Publications, Inc.

By Patricia A. Van Leer
Patricia A. Van Leer, President

CERTIFICATE OF CHANGE OF REGISTERED OFFICE AND AGENT

In compliance with Section 607.0502, *Florida Statutes*, the following is submitted to effect a change of Registered Office and Registered Agent for Central Florida Directory Publications, Inc.:

Name of Corporation: Central Florida Directory Publications Inc.
Current Registered Agent: Daryl K. Nedelsky, Esq.
Current Registered Office: 230 N.E. 25th Ave., Ocala, FL 34470
New Registered Agent: Gary C. Simons, Esq.
New Registered Office: 121 N.W. Third Street, Ocala, FL 34475

The street address of the registered office and the street address of the business office of the registered agent, as changed, are identical.

The change was authorized by resolution of the Corporation duly adopted by its Board of Directors or by an officer of the Corporation so authorized by the Board of Directors.

Dated this 20 day of June, 1996.


Patricia A. Van Leer, President

ACCEPTANCE

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


Gary C. Simons, Resident Agent