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95000041509
REC.
95 MAY 26 10:22
DIVISION OF CORPORATION

ACCOUNT NO. : 0721000000032

REFERENCE : 605825 5315A

AUTHORIZATION : *Patricia Pyatt*

COST LIMIT : \$ 122.50

ORDER DATE : May 26, 1995

ORDER TIME : 9:43 AM

ORDER NO. : 605825

7000001459987

CUSTOMER NO: 5315A

CUSTOMER: Don Weinbren, Esq
TRENAM KEMKER SCHARF BARKIN
FRYE O'NEILL & MULLIS, P.A.
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

DOMESTIC FILING

NAME: KING PALM PARTNERS, INC.

FILED
95 MAY 26 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

☒ ARTICLES OF INCORPORATION
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY
☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Carol M. Hensal

EXAMINER'S INITIALS: MAY 26 1995 BSB

ARTICLES OF INCORPORATION

OF

KING PALM PARTNERS, INC.

FILED

95 MAY 26 AM 10:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges 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:

KING PALM PARTNERS, INC.

ARTICLE II

Principal Office and Mailing Address

The address of the principal office and the mailing address of this corporation shall be:

3010 E. 138th Avenue, Suite 12
Tampa, FL 33613

ARTICLE III

Business and Purposes

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE IV

Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 10,000 shares of common stock with a par value of \$.01 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of the shares of capital stock may

be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

ARTICLE V

Existence of Corporation

This corporation shall have perpetual existence.

ARTICLE VI

Registered Office and Registered Agent

The initial registered office of this corporation shall be located at 2700 Barnett Plaza, 101 East Kennedy Boulevard, Tampa, Florida 33602, and the initial registered agent of this corporation at such office shall be Don B. Weinbren. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

ARTICLE VII

Board of Directors

The Board of Directors of this corporation shall consist of at least one (1) member, the exact number of directors to be fixed

from time to time by the stockholders or the by-laws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders. A quorum for the transaction of business at meetings of the directors shall be a majority of the number of directors determined from time to time to comprise the Board of Directors, and the act of a majority of the directors at a meeting at which a quorum is present shall be the act of the directors, subject to any special voting requirements as may be specified in the by-laws or a stockholders' agreement. Subject to the by-laws of this corporation, meetings of the directors may be held within or outside the State of Florida. Directors need not be stockholders. The stockholders of this corporation may remove any director from office at any time with or without cause in accordance with the provisions of the by-laws.

ARTICLE VIII

Initial Board of Directors

The initial Board of Directors of this corporation shall consist of two (2) members, each member to hold office until his successor has been duly elected and qualified. The name and street address of the initial directors are:

<u>Name</u>	<u>Address</u>
H. Kirby Blankenship	3010 E. 138th Avenue Suite 12 Tampa, FL 33613
Michael P. Flynn	3010 E. 138th Avenue Suite 12 Tampa, FL 33613

ARTICLE IX

Incorporator

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Don B. Weinbren	2700 Barnett Plaza 101 East Kennedy Boulevard Tampa, Florida 33602

ARTICLE X

By-Laws

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Board of Directors of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Board of Directors.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI

Amendment of Articles of Incorporation

This corporation reserves the right to amend, alter, change or repeal any provisions 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 XII

Affiliated Transactions

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

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



DON B. WEINBREN

KING PALM PARTNERS, INC.

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, Don B. Weinbren, having been named as registered agent to accept service of process for the above-named corporation, at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

DATED this 25th day of May, 1995.



DON B. WEINBREN

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05 MAY 26 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1201 HAYS STREET
TALLAHASSEE, FL 32301
904-222-9070
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CSC

PRINCE HALL
LEGAL & FINANCIAL SERVICES

95 SEP 27 PM 3:37

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 693166 5315A

AUTHORIZATION :

Patricia P. P.

COST LIMIT : 9 87.50

ORDER DATE : September 27, 1995

ORDER TIME : 12:57 PM

ORDER NO. : 693166

Amend

CUSTOMER NO: 5315A

CUSTOMER: Don Weinbren, Esq
Trenam Kemker Scharf Barkin
2700 Barnett Plaza
101 East Kennedy Boulevard
Tampa, FL 33602

800001595779

DOMESTIC AMENDMENT FILING

NAME: KING PALM PARTNERS, INC.

Name	9/28/95
Quantity	
Document	
ARTICLES OF AMENDMENT	
RESTATED ARTICLES OF INCORPORATION	
UPPER	
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:	
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PLAIN STAMPED COPY	
CERTIFICATE OF GOOD STANDING	

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95 SEP 27 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CONTACT PERSON: Gretchen Eckard

EXAMINER'S INITIALS: _____

ARTICLES OF AMENDMENT
OF THE
ARTICLES OF INCORPORATION
OF
KING PALM PARTNERS, INC.

FILED
95 SEP 27 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KING PALM PARTNERS, INC., a corporation organized and existing under the laws of State of Florida (the "Corporation"), in order to amend its Articles of Incorporation in accordance with the requirements of Chapter 607, Florida Statutes, does hereby certify as follows:

1. The amendment to the existing Articles of Incorporation being effected hereby is that resulting from completely deleting Article IV of the Articles of Incorporation and substituting in its place the Article set forth below, the sole effect of such amendment being to change the aggregate number of shares of capital stock authorized to be issued by the Corporation from 10,000 shares of common stock with a par value of \$.01 per share to 100,000 shares of common stock with a par value of \$.01 per share.

2. This Amendment to the Articles of Incorporation was approved by the sole shareholder of the Corporation on August 14, 1995, pursuant to Section 607.1003(6), Florida Statutes, and the number of votes cast for the amendment by the shareholders was sufficient for approval.

3. These Articles of Amendment of the Articles of Incorporation shall be effective immediately upon filing by the Secretary of State of the State of Florida, all required taxes and fees having been paid, and thereafter, Article IV of the Articles of Incorporation of the Corporation shall read as follows:

ARTICLE IV - Capital Stock

(a) The aggregate number of shares of capital stock authorized to be issued by this corporation shall be 100,000 shares of common stock with a par value of \$.01 per share. Each share of stock shall entitle the holder thereof to one vote at every annual or special meeting of the stockholders of this corporation. The consideration for the issuance of the shares of capital stock may be paid, in whole or in part, in cash, in promissory notes, in other property (tangible or intangible), in labor or services actually performed for this corporation, in promises to perform services in the future evidenced by a written contract, or in other benefits to this corporation at a fair valuation to be fixed by the

Board of Directors. When issued, all shares of stock shall be fully paid and nonassessable.

(b) In the election of directors of this corporation, there shall be no cumulative voting of the stock entitled to vote at such election.

(c) No holder of stock of this corporation of any class shall have any preemptive or preferential right to subscribe to, purchase or receive any shares of any class of stock of this corporation, whether now or hereafter authorized, or any notes, debentures, bonds, other securities convertible into, or carrying options or warrants to purchase, shares of any class of stock of this corporation issued or sold or proposed to be issued or sold, or with respect to which options or warrants shall be granted; but all such shares of stock of any class, or notes, debentures, bonds or other securities convertible into, or carrying options or warrants to purchase, shares of any class, may be issued and disposed of or sold by the Board of Directors on such terms and for such consideration, so far as may be permitted by law, and to such person or persons as the Board of Directors may determine.

IN WITNESS WHEREOF, KING PALM PARTNERS, INC. has caused these Articles of Amendment of the Articles of Incorporation to be executed by its President.

KING PALM PARTNERS, INC.

By: Michael P. Flynn
Michael P. Flynn, M.D., President