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TO: DIVISION OF CORPORATIONS FROM: POLKY & LANDNER  
DEPARTMENT OF STATE 200 LAURA ST  
STATE OF FLORIDA  
409 EAST GAINES STREET JACKSONVILLE FL 32202- 194  
TALLAHASSEE, FL 32399 CONTACT: KAREN PETERSON  
FAX: (904) 922-4000 PHONE: (904) 359-2000  
FAX: (904) 359-0700  
DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.  
NAME: FLORIDA ARMOR, INC.  
FAX AUDIT NUMBER: H95000008360 CURRENT STATUS: REQUESTED  
DATE REQUESTED: 07/28/1995 TIME REQUESTED: 15:22:46  
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07-23-1995 03:30PM

FROM: FOLEY LARDNER/JFK

TO:

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**FOLEY & LARDNER**

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**FACSIMILE TRANSMISSION**

TO: Florida Division of Corporations

FAX NO.: (904)922-4000

FROM: Karen Peterson

FAX NO.: (904) 359-8700

DATE: July 28, 1995

TIME: 3:38pm

NO. OF PAGES (including this page): 6

MESSAGE:

OPERATOR:

FILE NO.: 68379/102

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ARTICLES OF INCORPORATION  
OF  
FLORIDA ARBOR, INC.

FILED  
JUL 23 PM 4:00  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Florida Arbor, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 5930 Lenox Avenue, Jacksonville, Florida 32205.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 4****CAPITAL**

Section 4.1 **Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$.01 per share.

**ARTICLE 5****INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 **Name and Address.** The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

**ARTICLE 6****DIRECTORS**

Section 6.1 **Number.** This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 **Initial Directors.** The name and address of the members of the first board of directors of the corporation are:

**NAME**

James L. Free

**ADDRESS**5836 Richard Street  
Jacksonville, Florida 32216**ARTICLE 7****BYLAWS**

Section 7.1 **Bylaws.** The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE 8

## INCORPORATOR

Section 8.1 **Name and Address.** The name and street address of the incorporator of this corporation are:

**NAME**

David C. Cook

**ADDRESS**200 Laura Street  
Jacksonville, Florida 32202

## ARTICLE 9

## INDEMNIFICATION

Section 9.1 **Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## ARTICLE 10

## AMENDMENT

Section 10.1 **Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the 28th day of July, 1995.

  
\_\_\_\_\_  
David C. Cook, Incorporator

## ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

F&amp;L CORP., Registered Agent

By: 

Mitchell W. Legler, Authorized Signatory

Date: July 28, 1995

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

55 JUL 28 PM 4:10

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09-14-1995 04:19PM

FOLEY LARDNER JACKSONVILLE

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1995 SEP 15 PM 2:57  
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((H95000010294)))

ELECTRONIC FILING COVER SHEET

TO: DIVISION OF CORPORATIONS  
DEPARTMENT OF STATE

FROM: FOLEY & LARDNER  
200 LAURA ST

STATE OF FLORIDA  
409 EAST GAINES STREET  
TALLAHASSEE, FL 32399

FAX: (904) 922-4000

JACKSONVILLE FL 32202-  
CONTACT: ~~MAREN PETERSON~~ SONYA SOWARDS  
PHONE: (904) 359-2000  
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DOCUMENT TYPE: BASIC AMENDMENT

NAME: FLORIDA ARBOR, INC.

FAX AUDIT NUMBER: H95000010294

CURRENT STATUS: REQUESTED

DATE REQUESTED: 09/14/1995

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CERTIFICATE OF STATUS: 0

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*Computer  
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## FACSIMILE TRANSMISSION

TO: *Division of Corporations* FAX NO.: 904/922-4000  
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FILE NO.: *68379-102*

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1995 SEP 15 PM 2:57

RESTATED ARTICLES OF INCORPORATION

OF

TALLAHASSEE, FLORIDA

FLORIDA ARBOR, INC

This corporation was incorporated on July 28, 1995 under the name Florida Arbor, Inc. Pursuant to Sections 607.1003, 607.1004 and 607.1007, Florida Business Corporation Act, amended and restated Articles of Incorporation were approved by unanimous written consent of the directors and shareholders of this corporation on September 14, 1995. The only voting group entitled to vote on the adoption of the Amended and Restated Articles of Incorporation consists of the holders of the corporation's common stock. The number of votes cast by such voting group was sufficient for approval by that voting group. The Amended and Restated Articles of Incorporation adopted by the directors and shareholders contain the following amendments:

Article 3, Section 3.1 be and it hereby is amended to read as follows:

"ARTICLE 3

PURPOSE

Section 3.1 Purpose. The purpose for which the corporation is organized, subject to the provisions of the Florida Business Corporation Act, is to acquire, manage, own and hold the general partnership interest in Florida Arbor Investments, Ltd., a Florida limited partnership (the "Partnership") and to act as the general partner of the Partnership with all of the rights, powers, obligations and liabilities of the general partner under the limited partnership agreement of the Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same."

A new Article 8 is added which reads as follows:

"ARTICLE 8

CORPORATE SEPARATENESS

Section A. Corporate Separateness. The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any partners of the Partnership and Affiliates (as defined below), including, without limitation, as follows:

Prepared by:  
David C. Cook, Esquire  
Foley & Lardner  
200 Laura Street, P.O. Box 240  
Jacksonville, FL 32201-0240  
Fla. Bar No. 0770698

FAX AUDIT NO. H9500001029

PAX AUDIT NO. H9500001029

a. The corporation shall use its own separate stationery, invoices and checks which reflect its address, telephone number and facsimile number, as appropriate.

b. The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity and shall prepare unaudited quarterly and annual financial statements, and said financial statements shall be in compliance with generally accepted accounting principles and shall be in form reasonably acceptable to Bank (as defined herein).

c. The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.

d. The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.

e. All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.

f. The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. Except for James L. Free, no Affiliate shall be appointed or act as agent of the corporation.

g. Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

h. Except as required by First Union National Bank of North Carolina, its successors or assigns (collectively, the "Bank"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any partner of the Partnership or any Affiliate, nor shall it make any loan, except as permitted in the limited partnership agreement of the Partnership.

i. The corporation shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

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j. Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

k. The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

l. The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

m. All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

n. None of the corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the corporation (1) which owns beneficially, directly or indirectly, more than fifty percent (50%) of the outstanding shares of the Common Stock or which is otherwise in control of the corporation, (2) of which more than fifty percent (50%) of the outstanding voting securities are owned beneficially, directly or indirectly, by any person or entity described in clause (1) above, or (3) which is controlled by any person or entity described in clause (1) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

A new Article 9 is added to read as follows:

# "ARTICLE 9

## BANKRUPTCY

Section 9.1 Bankruptcy. The corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, institute proceedings to be adjudicated bankruptcy or insolvent; or consent to the institution of bankruptcy or

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insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action."

Old Article 9 is renumbered as Article 11.

A new Article 10 is added which reads as follows:

#### "ARTICLE 10

##### CORPORATION AUTHORITY

Section 10.1 Corporation Authority. Additionally, the corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity, and (c) amend or modify these Articles of Incorporation."

Old Article 10 is renumbered as Article 12 and amended to read as follows:

#### "ARTICLE 12

##### AMENDMENT

Section 12.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation. Notwithstanding anything to the contrary, the corporation may not amend Articles 3, 8, 9, 10 or 12 hereof, so long as any indebtedness remains outstanding to the Bank by the corporation or the Partnership."

NOW THEREFORE, incorporating the foregoing amendments, the corporation's Articles of Incorporation are hereby amended and restated to read in their entirety as follows:

PAX AUDIT NO. H9500001029

FAX AUDIT NO. H9500001029

**RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA ARBOR, INC.**

**ARTICLE 1**

**NAME AND ADDRESS**

Section 1.1 Name. The name of the corporation is Florida Arbor, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 5930 Lenox Avenue, Jacksonville, Florida 32205.

**ARTICLE 2**

**DURATION**

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

**ARTICLE 3**

**PURPOSE**

Section 3.1 Purpose. The purpose for which the corporation is organized, subject to the provisions of the Florida Business Corporation Act, is to acquire, manage, own and hold the general partnership interest in Florida Arbor Investments, Ltd., a Florida limited partnership (the "Partnership") and to act as the general partner of the Partnership with all of the rights, powers, obligations and liabilities of the general partner under the limited partnership agreement of the Partnership and to take any and all actions and do any and all things necessary or appropriate to the accomplishment of same.

#### ARTICLE 4

##### CAPITAL

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of voting common stock having a par value of \$0.01 per share.

#### ARTICLE 5

##### INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is F&L Corp.

#### ARTICLE 6

##### DIRECTORS

Section 6.1 Number. This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>ADDRESS</u>
James L. Free	5836 Richard Street Jacksonville, Florida 32216

#### ARTICLE 7

##### BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not

alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

## ARTICLE 8

### CORPORATE SEPARATENESS

Section 8.1 ~~Corporate Separateness~~. The corporation shall at all times observe the applicable legal requirements for the recognition of the corporation as a legal entity separate from any partners of the Partnership and Affiliates (as defined below), including, without limitation, as follows:

- a. The corporation shall use its own separate stationery, invoices and checks which reflect its address, telephone number and facsimile number, as appropriate.
- b. The corporation shall maintain its corporate records and books and accounts separate from those of any Affiliate or any other entity and shall prepare unaudited quarterly and annual financial statements, and said financial statements shall be in compliance with generally accepted accounting principles and shall be in form reasonably acceptable to Bank (as defined herein).
- c. The corporation shall maintain its own separate bank accounts, payroll and correct, complete and separate books of account.
- d. The corporation shall hold itself out to the public (including any Affiliate's creditors) under the corporation's own name and as a separate and distinct corporate entity and not as a department, division or otherwise of any Affiliate.
- e. All customary formalities regarding the corporate existence of the corporation, including holding meetings of or obtaining the consent of its Board of Directors, as appropriate, and its stockholders and maintaining current and accurate minute books separate from those of any Affiliate, shall be observed.
- f. The corporation shall act solely in its own corporate name and through its own duly authorized officers and agents. Except for James L. Free, no Affiliate shall be appointed or act as agent of the corporation.

FAX AUDIT NO. 89500001029

g. Investments shall be made in the name of the corporation directly by the corporation or on its behalf by brokers engaged and paid by the corporation or its agents.

h. Except as required by First Union National Bank of North Carolina, its successors or assigns (collectively, the "Bank"), the corporation shall not guarantee or assume or hold itself out or permit itself to be held out as having guaranteed or assumed any liabilities or obligations of any partner of the Partnership or any Affiliate, nor shall it make any loan, except as permitted in the limited partnership agreement of the Partnership.

i. The corporation shall pay its own liabilities, indebtedness and obligations of any kind, including all administrative expenses, from its own separate assets.

j. Assets of the corporation shall be separately identified, maintained and segregated. The corporation's assets shall at all times be held by or on behalf of the corporation and if held on behalf of the corporation by another entity, shall at all times be kept identifiable (in accordance with customary usages) as assets owned by the corporation. This restriction requires, among other things, that corporate funds shall not be commingled with those of any Affiliate and it shall maintain all accounts in its own name and with its own tax identification number, separate from those of any Affiliate.

k. The corporation shall not take any action if, as a result of such action, the corporation would be required to register as an investment company under the Investment Company Act of 1940, as amended.

l. The corporation shall at all times be adequately capitalized to engage in the transactions contemplated at its formation.

m. All data and records (including computer records) used by the corporation or any Affiliate in the collection and administration of any loan shall reflect the corporation's ownership interest therein.

n. None of the corporation's funds shall be invested in securities issued by any Affiliate.

"Affiliate" means any person or entity other than the corporation (1) which owns beneficially, directly or indirectly, more than fifty percent (50%) of the outstanding shares of the Common Stock or which is otherwise in control of the corporation, (2) of which more than fifty percent (50%) of the outstanding voting



FAX AUDIT NO. H9500001029

securities are owned beneficially, directly or indirectly, by any person or entity described in clause (1) above, or (3) which is controlled by any person or entity described in clause (1) above; provided that for the purposes of this definition the term "control" and "controlled by" shall have the meanings assigned to them in Rule 405 under the Securities Act of 1933, as amended.

#### ARTICLE 9

##### BANKRUPTCY

Section 9.1 Bankruptcy. The corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, institute proceedings to be adjudicated bankruptcy or insolvent; or consent to the institution of bankruptcy or insolvency proceedings against it; or file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; or consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the corporation or a substantial part of its property; or make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due; or take any corporate action in furtherance of any such action.

#### ARTICLE 10

##### CORPORATION AUTHORITY

Section 10.1 Corporation Authority. Additionally, the corporation shall not, without the affirmative vote of one hundred percent (100%) of the Board of Directors, (a) liquidate or dissolve the corporation in whole or in part, (b) consolidate, merge or enter into any form of consolidation with or into any other entity, nor convey, transfer or lease its assets substantially as an entirety to any person or entity nor permit any entity to consolidate, merge or enter into any form of consolidation with or into the corporation, nor convey, transfer or lease its assets substantially as an entirety to any person or entity, and (c) amend or modify these Articles of Incorporation.

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# ARTICLE 11

## INDEMNIFICATION

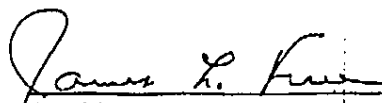
Section 11.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

# ARTICLE 12

## AMENDMENT

Section 12.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation. Notwithstanding anything to the contrary, the corporation may not amend Articles 3, 8, 9, 10 or 12 hereof, so long as any indebtedness remains outstanding to the Bank by the corporation or the Partnership.

IN WITNESS WHEREOF, the undersigned President of this corporation have executed these Restated Articles this 14<sup>th</sup> day of September, 1995.

  
\_\_\_\_\_  
President