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Alan B. Fields

Attorney at Law

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\*\*\*122.50 \*\*\*122.50

August 21, 1995

Florida Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32314

Federal Express

Re: BWH Enterprises, Inc.

Ladies & Gentlemen:

You will find enclosed 2 sets of Articles of Incorporation for BWH Enterprises, Inc. for filing, together with a check for \$122.50 in payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

When these have been filed, please return a certified copy to me at the above address in the enclosed Federal Express envelope. Thank you for your assistance.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
95 AUG 24 PM 12:26

Sincerely,

*ALB*  
Alan B. Fields

ABF:hs

Enclosures  
2 Sets of Articles  
Check

*228/24/95*

## **Articles of Incorporation**

**of**

### **BWH Enterprises, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG 24 PM 12: 27

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

#### **ARTICLE I - NAME**

The name of the Corporation shall be BWH Enterprises, Inc.

#### **ARTICLE II - DURATION**

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

#### **ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation shall be at Suite 202  
11496 Pennsylvania Street, Carmel, IN 46032

#### **ARTICLE IV - PURPOSES AND POWERS**

The purpose of the Corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida

#### **ARTICLE V - AUTHORIZED STOCK**

The Corporation is authorized to issue one thousand (1,000.00) shares of stock with a par value of ten cents (\$0.10). Such stock shall be of a single class.

#### **ARTICLE VI - REGISTERED AGENT**

The initial Registered Agent is Alan B. Fields. The initial Registered Office of the Corporation is 850 Fifth Avenue South, Naples, Florida 33940. The Registered Agent and the Registered Office may be changed by the Board of Directors at any time.

#### **ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the initial Board of Directors of the Corporation are as follows:

Robert Ware  
Suite 202  
11496 Pennsylvania Street

Carmel, IN 460326

### **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator is:

Alan B. Fields  
850 Fifth Avenue South  
Naples, Florida 33940

### **ARTICLE IX - AFFILIATED TRANSACTIONS**

The Corporation, pursuant to Section 607.108(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.108 Florida Statutes, pertaining to Affiliated Transactions.

### **ARTICLE X - INDEMNIFICATION**

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.014(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.014(3) Florida Statutes or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.014(2) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.014(9).

IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute these Articles of Incorporation on August 24, 1995.

  
\_\_\_\_\_

Alan B. Fields, Incorporator

**ACKNOWLEDGEMENT**

**STATE OF FLORIDA**

**COUNTY OF COLLIER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 AUG 24 PM 12: 27

The foregoing instrument was acknowledged before me this \_\_\_\_ day of August 24, 1995  
by Alan B. Fields ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_  
\_\_\_\_\_ as identification and who did not take an oath.

[Seal]



NOREEN L. BRADFELD  
My Commission CC327B08  
Expires Nov. 01, 1997  
Bonded by HAI  
800-422-1855

*Noreen L. Bradfield*

Typed or Printed Name

Title or Rank

Serial Number, if Any

**ACCEPTANCE BY REGISTERED AGENT**

I, Alan B. Fields, hereby accept the appointment as Registered Agent for BWH Enterprises, Inc. and acknowledge my acceptance below with my signature below, as of August 24, 1995.

*ALB*

Registered Agent