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**CAPITAL CONNECTION, INC.**

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870

Mailing Address: Post Office Box 10349, Tallahassee, FL 32302

TOLL FREE No. 1-800-342-8062

FAX (904) 222-1222

NAME \_\_\_\_\_

FIRM \_\_\_\_\_

ADDRESS \_\_\_\_\_

PHONE ( ) \_\_\_\_\_

Service: Top Priority \_\_\_\_\_ Regular \_\_\_\_\_  
One Day Service Two Day Service

To us via \_\_\_\_\_ Return via \_\_\_\_\_

Matter No.: \_\_\_\_\_ Express Mail No. \_\_\_\_\_

State Fee \$ \_\_\_\_\_ Our \$ \_\_\_\_\_

RE: Westview Financial  
Management, Inc.

96 JAN 19 PM 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Capital Express™

☒ Art. of Inc. File \_\_\_\_\_

Corp. Record Search

☐ Ltd. Partnership File \_\_\_\_\_

Foreign Corp. File

☒ ( ) Cert. Copy(s) \_\_\_\_\_

Art. of Amend. File

Dissolution/Withdrawal

C U S-

Fictitious Name File

Name Reservation

Annual Report/Reinstatement

Reg. Agent Service

Document Filing

Corporate Kit

Vehicle Search

Driving Record

Document Retrieval

UCC 1 or 3 File

UCC 11 Search

UCC 11 Retrieval

File No.'s, \_\_\_\_\_ Copies

Courier Service

Shipping/Handling

Phone ( ) \_\_\_\_\_

Top Priority

Express Mail Prep.

FAX ( ) \_\_\_\_\_ pgs.

SUBTOTALS \_\_\_\_\_

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment  
TERMS: NET 10 DAYS FROM INVOICE DATE  
1 1/2% per month on Past Due Amounts  
Past 30 Days, 18% per Annum.

THANK YOU  
from  
Your Capital Connection

REQUEST TAKEN CONFIRMED APPROVED

DATE \_\_\_\_\_

TIME \_\_\_\_\_

BY [Signature] CK No. \_\_\_\_\_

WALK-IN  
Will Pick Up 1/19 12:00

**ARTICLES OF INCORPORATION**

- of -

**WESTVIEW FINANCIAL MANAGEMENT, INC.**

**FILED**

96 JAN 19 PM 1:26

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, **NANCY J. CASS**, whose address is 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of the Corporation shall be:

**WESTVIEW FINANCIAL MANAGEMENT, INC.**

The principal place of business of this Corporation shall be 5509-A West Friendly Avenue, Greensboro, North Carolina 27410.

**ARTICLE II**

The period of duration of the corporation shall be perpetual.

**ARTICLE III**

The purpose or purposes for which the Corporation is organized is as follows:

To engage in any activity or business not forbidden by the Florida corporation laws, or by other law, or by these Articles of Incorporation, and to carry on said activity or business in any state, territory, district or possession of the United States or in any foreign country to the extent that the activity or business is not forbidden by the law of the state, territory, district or possession of the United States or of any foreign country.

**ARTICLE IV**

The aggregate number of shares that the corporation shall have authority to issue is One Thousand shares (1,0000) of capital stock with no par value.

#### **ARTICLE V**

The initial street address in Florida of the initial registered office of the corporation is 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, and the name of the initial Registered Agent at said address is Nancy J. Cass.

#### **ARTICLE VI**

The initial Board of Directors shall consist of One (1) member, who need not be a resident of the State of Florida or a shareholder in the Corporation.

#### **ARTICLE VII**

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:

**Marshall E. Melton**

5509-A West Friendly Avenue  
Greensboro, NC 27410

#### **ARTICLE VIII**

The shareholders have the power to adopt, amend, alter or change or repeal the Articles of Incorporation when proposed and approved at a shareholders' meeting with no less than a majority of the vote of the common stock.

#### **ARTICLE IX**

9.1 The Corporation shall indemnify each of its officers, directors, and employees, whether or not then in office, and his or heirs and legal representatives against all expenses, judgments, decrees, fines, penalties, or other amounts paid in satisfaction of, in settlement of, or in connection with the defense of any pending or threatened action, suit, or proceeding, civil or

criminal, to which he or she is or may be made a party by reason of having been a director, officer, or employee of the Corporation. Without limitation, the term "expenses" shall include all counsel fees, expert witness fees, court costs and any other costs of a similar nature. The Corporation shall not, however, indemnify any officer, director, or employee until a majority of the Board of Directors has determined by majority vote at a meeting or by a written instrument signed by a majority of all of the directors, that the officer, director or employee

(a) Was not grossly negligent in his or her duty to the Corporation, nor guilty of intentional misconduct in the performance of duties to the Corporation;

(b) Acted in good faith in what he or she reasonably believed to be in the best interest of the Corporation; and

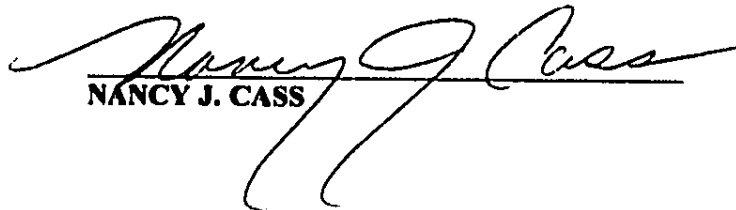
(c) In any matter subject to criminal action, suit or proceeding, had no reasonable cause to believe that the conduct was unlawful.

In making this determination, all of the directors, including any director who is a party to or threatened with the action, suit, or proceeding, shall be entitled to vote at the meeting or to sign the written instrument and thereby be counted for all purposes in determining a majority of the Board of Directors.

9.2 Any officer, director, or employee who is entitled to indemnification from the Corporation may make a written demand on the Board of Directors, by serving the written demand on the President or the Secretary (unless the President and the Secretary are both making the demand, in which case service may be made on any other officer of the Corporation). If the Board of Directors does not, within fifteen (15) days after service of the written demand, determine that the officer, director or employee is entitled to indemnification, the officer, director, or employee may, within sixty (60) days following the date of service of the demand, apply to a

court of general jurisdiction in the county in which the Corporation maintains its principal office, to consider the matters referred to in subparagraphs (a), (b), and (c) of paragraph 9.1. If the court determines that the conduct of the officer, director, or employee was such as to meet the requirements in the subparagraphs, the court shall order the Corporation to indemnify the officer, director, or employee to the same extent as if the Board of Directors had originally made the determination.

**IN WITNESS WHEREOF**, the undersigned has made and subscribed to the above Articles of Incorporation at Tampa, Florida, on the \_\_\_\_\_, day of \_\_\_\_\_, 1996.

  
NANCY J. CASS

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

FILED

JAN 19 PM 1:26

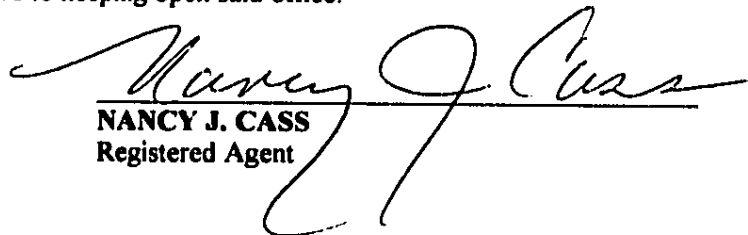
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

That **WESTVIEW FINANCIAL MANAGEMENT, INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Greensboro, County of Guilford, and State of North Carolina, has named **NANCY J. CASS**, located at its registered office at 324 Hyde Park Avenue, Suite 375, Tampa, Florida 33606, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT:**

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

  
**NANCY J. CASS**  
Registered Agent