

**P96000009659**

**RICHMAN, DEIFIK, LANIER AND ROSS**

**A PROFESSIONAL ASSOCIATION**

**Kenneth W. Richman, Jr. <sup>1</sup>**  
**Celia Ellen Deifik <sup>1</sup>**  
**Suzanne D. Lanier**  
**Donald K. Ross, Jr. <sup>2</sup>**

<sup>1</sup> Board Certified Real Estate  
<sup>2</sup> Master of Law in Taxation

**Poinciana Professional Park**  
**2640 Golden Gate Parkway**  
**Suite 206**  
**Naples, Florida 33942-3203**  
**(941) 434-7700**  
**Telefax (941) 434-7303**

January 24, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100001698861  
-01/26/96--01029--014  
\*\*\*\*122.50 \*\*\*\*122.50

*Re: Kelly Scott Holdings, Inc.*

Dear Sir or Madame:

Enclosed for filing please find the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 for this request.

Please call if you have any questions.

Sincerely,

**Richman, Deifik, Lanier and Ross, P.A.**



**Stephne L. Watts**  
**Assistant to Donald K. Ross, Jr.**

slw

Cc: Neil Walker

Enclosures: As noted.

EFFECTIVE DATE  
1-24-96

**FILED**  
**96 JAN 26 AM 9:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

*Dmc*  
*1-31-96*

**ARTICLES OF INCORPORATION**

**OF**

**KELLY SCOTT HOLDINGS, INC.**

**FILED**

96 JAN 26 AM 9:39

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

1-24-96

**ARTICLE I.**

**CORPORATE NAME**

The name of this corporation is KELLY SCOTT HOLDINGS, INC. The address of the corporation is 2640 Golden Gate Parkway, Suite 206, Naples, Florida 33940.

**ARTICLE II.**

**DURATION**

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statute Section 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

**ARTICLE III.**

**PURPOSE**

This corporation is organized to engage in any and all purposes allowed a Florida corporation.

**ARTICLE IV.**

**CAPITAL STOCK**

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss - to the extent allowed by Section 1244.

**ARTICLE V.**

**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 2640 Golden Gate Parkway, Suite 206, Naples, Florida 33942, and the name of the initial registered agent of this corporation at that address is DONALD K. ROSS, JR.

## **ARTICLE VI.**

### ***INITIAL BOARD OF DIRECTORS***

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one. The name and address of the initial director of this corporation is: Neil M. Walker, Stanford House, Polo Ridge, St. James, Barbados W.I.

## **ARTICLE VII.**

### ***INCORPORATORS***

The name and address of the person signing these articles is: DONALD K. ROSS, JR., Esquire, 2640 Golden Gate Parkway, Suite 206, Naples, Florida 33942..

## **ARTICLE VIII.**

### ***BYLAWS***

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

## **ARTICLE IX.**

### ***SHAREHOLDER QUORUM***

A majority of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of the shareholders.

## **ARTICLE X.**

### ***MAJORITY VOTE TO AMEND***

These Articles may be amended upon a majority vote of the shareholders.

## **ARTICLE XI.**

### ***MEETINGS***

Any meeting of shareholders may be held whether within or outside the State of Florida.

## **ARTICLE XII.**

### ***APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER***

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

## **ARTICLE XIII.**

### ***NO REMOVAL OF DIRECTORS***

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

## **ARTICLE XIV.**

### ***PREEMPTIVE RIGHTS***

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## **ARTICLE XV.**

### ***INDEMNIFICATION***

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

## ARTICLE XVI.

### AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 24 day of January, 1996.

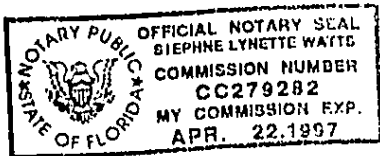
  
DONALD K. ROSS, JR., Subscriber

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared DONALD K. ROSS, JR., known to me and known by me to be the person who executed these Articles of Incorporation. and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of January, 1996.



  
Notary Public

Typed Name:

My Commission Number is:

My Commission Expires:

**FILED**  
JUN 26 AM 9:38

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA  
STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS  
OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN  
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF  
FLORIDA.

1. The Name of the corporations is: **KELLY SCOTT HOLDINGS, INC.**

2. The Name and address of the registered agent and office is:

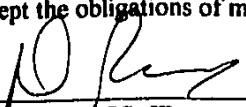
Donald K. Ross, Jr., Esquire

2640 Golden Gate Parkway, Suite 206

Naples, Florida, 33942-3203

**ACCEPTANCE**

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
DONALD K. ROSS, JR.

1/24/96  
\_\_\_\_\_  
Date