

P96000018971

February 13, 1996

Department of State  
Division of Corporation  
P O Box 6327  
Tallahassee, Florida 32134

FILED  
6 FEB 28 11 50 AM  
TALLAHASSEE, FLORIDA

Subject: Forbes Investment Group Inc.

I enclose an original and one copy of the Articles of  
Incorporation for the above corporation and a check in the amount  
of \$122.50. Please return a certified copy of the Articles to  
the registered agent listed below.

From: Paige Kreegel  
2081 Sandy Pine dr.  
Punta Gorda, Fla. 33982

*Paige Kreegel*

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-02/16/96--01094--006  
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**FLORIDA DEPARTMENT OF STATE**  
Sandra B. Mortham  
Secretary of State

February 20, 1996

PAIGE KREEGEL  
2081 SANDY PINES DR  
PORT CHARLOTTE, FL 33982

SUBJECT: FORBES INVESTMENT GROUP, INC.  
Ref. Number: W96000003856

We have received your document for FORBES INVESTMENT GROUP, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 396A00007405

**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 corporation is: Forbes Investment Group Inc

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

PAIGE KEEGEL  
(Name)  
2081 SANDY PINE DR.  
(P.O. Box not acceptable)  
Punta Gorda, FLA. 33982  
(City/State/Zip)

FILED  
95 FEB 28 AM 9:04  
TALLAHASSEE, FLORIDA

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.

[Signature]  
(Signature)

**ARTICLES OF INCORPORATION**  
**OF**  
**FORBES INVESTMENT GROUP, INC.**

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96 FEB 28 11 00 AM  
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, for the purpose of beginning a Corporation under the laws of the State of Florida, Chapter 607, General Corporation Act, providing for the formation, liabilities, rights, privileges and immunities of a Corporation for profit generally, hereby makes, subscribes, acknowledges and files these Articles for the purpose of becoming a Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME OF CORPORATION**

The name of this Corporation shall be:

**FORBES INVESTMENT GROUP, INC.**

**ARTICLE II**

**GENERAL NATURE OF BUSINESS**

The general nature of the business to be transacted by this Corporation shall be:

- (A) To purchase and manage commercial and agricultural properties in Florida.
- (B) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade, and deal in, sell, exchange, let, lend, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways, deal in and with property of every kind and character, real, personal, or mixed, tangible, intangible, wherever situated and however held, including but not limited to, money, credits, choices and actions, securities, stocks, bonds, warrants, script, certificates, obligations and evidences of interest in or indebtedness of any

person, firm, or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind of character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenance thereto, including but not limited to, mineral, oil, gas and water rights, all or any part of the going business and its incidents, franchises, ~~subsidies~~, charters, concessions, grants, rights, powers or privileges and immunities of individual owners or holders thereof.

(C) To hire and employ agents, servants, and employees, and to enter into agreements and to act as an agent contractor, trustee factor or otherwise, either alone or in company with others.

(D) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(E) To let concessions to others to do any of the things that this Corporation is empowered to do and to enter into, make, perform, and carry out, contracts and arrangements for corporation or any government or authority or subdivision or agency thereof.

(F) To carry on any business whatsoever that this Corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this Corporation and to do all things specified in the Florida Statutes and to have and to exercise all powers conferred by the laws of the State of Florida on corporations formed under the laws pursuant to which and under which this Corporation is formed, as such laws are not in effect or may at any time hereafter be amended and to do any and all things hereinabove set forth to the same extent and as fully as natural persons might or could do, either alone or in connection with other persons, firms, associations or corporations and in any part of the world.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no-wise limited or restricted by any term or provision of any clause, and shall be regarded not only as independent purposes and powers stated shall be construed distributively as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

### **ARTICLE III**

#### **CAPITAL STOCK**

(A) The total number of shares of capital stock authorized to be issued by the Corporation shall be 10,000 shares having a par value of one (\$1.00) dollar per share. Each of the said shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of said capital stock may be paid in money or in property (other than stock and securities) at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock, when issued, shall be fully paid and shall be 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) (1) Shareholders of the Corporation shall have preemptive rights to acquire pro rata shares of stock of the Corporation for all issues of any class of stock of the Corporation, no matter when authorized, and for whatever consideration is considered to be received by the Corporation, including but not limited to cash, other property, services, the acquisition of other corporations shares or property through merger or the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

(2) This article pertaining to preemptive rights may not be amended or deleted without the unanimous vote of the shareholders of each affected class.

(3) No issue of stock of the Corporation shall take place unless the price at which the stock is to be issued shall be unanimously approved by the shareholders of the Corporation.

(4) These preemptive rights shall apply to any corporate obligation which is convertible to or exchangeable for any stock of the Corporation, or where there is attached to said obligation any stock warrants or rights which allow the holder to acquire by subscription or purchase any stock of the Corporation.

(D) No shareholder shall enter into a voting trust agreement or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of this stock.

#### **ARTICLE IV**

##### **RESTRAINT ON ALIENATION OF SHARES**

The shareholders of this Corporation shall have the power to include in the By-Laws of this Corporation or in a separate agreement among the shareholders and/or the Corporation, or in the event of the death, disability or retirement of any of its shareholders, provided such provisions are adopted by a majority of the shareholders. The manner and form, as well as relevant terms, conditions, and details hereof, shall be determined by the shareholders of this Corporation; provided, however, that such regulatory or restrictive provisions shall not affect the rights of third parties without actual notice thereof, unless existence of such provision shall be plainly written upon the certificate evidencing ownership of said stock.

#### **ARTICLE V**

##### **DIVIDENDS**

Dividends may be paid to shareholders only out of the unreserved and unrestricted earned surplus of the Corporation.

Dividends payable in shares of any class may be paid to the holders of shares of any other class.

#### **ARTICLE VI**

##### **SHAREHOLDERS' ACTION**

Any action permitted or required to be taken by the shareholders of this corporation may be taken at a meeting of the shareholders duly called as provided by law or without a meeting if consent in writing, setting forth the action taken, shall be signed by all persons who should be entitled to vote upon such action in a meeting and who filed with the President of the Corporation as a part of the corporation records. Such consent shall have the same force and effect as unanimous vote of the shareholders, and may be stated as such in any certificate or document.

#### **ARTICLE VII**

##### **CAPITAL TO BEGIN BUSINESS**

The amount of capital with which this Corporation will begin business will be a minimum of Ten Thousand (\$10,000.00) Dollars.

## **ARTICLE VIII**

### **REDUCTION IN STATED CAPITAL**

The stated capital of this Corporation shall not be reduced by action of the Board of Directors where such reduction is not accompanied by any action requiring or constituting an amendment of the Articles of Incorporation.

## **ARTICLE IX**

### **BOARD OF DIRECTORS**

The number of directors of this Corporation shall not be less than two. From time to time, the number of directors may be increased or diminished by resolution adopted by the shareholders, but shall never be less than two. Subject to the By-Laws of the Corporation, meetings of the directors may be held within or without the State of Florida.

## **ARTICLE X**

### **FIRST BOARD OF DIRECTORS**

The name and street address of the members of the First Board of Directors of this Corporation, who, subject to these Articles of Incorporation, the By-Laws of this Corporation and the laws of the State of Florida, shall hold office for the first year of existence of this Corporation, or until an election is held by the shareholders for the election of a permanent director or until his successors have been duly elected and qualified is:

<b>NAME</b>	<b>ADDRESS</b>
<u>Paige Kreegel</u>	<u>2081 Sandy Pine Drive</u>
(President)	<u>Pt. Charlotte, Fl. 33982</u>
<u>John Myers</u>	<u>1922 Mississippi Avenue</u>
(Vice Pres)	<u>Englewood, Florida 33952</u>



**ARTICLE XI**  
**MANAGEMENT**

The business of the Corporation shall be managed by its Board of Directors.

**ARTICLE XII**  
**REMOVAL OF DIRECTORS**

Any director of the Corporation may be removed at any annual or special meeting of the shareholders by the same vote as that required to elect a director.

**ARTICLE XIII**  
**DIRECTORS' COMPENSATION**

The shareholders of this Corporation shall have the exclusive authority to fix the compensation of the directors of this Corporation.

**ARTICLE XIV**  
**DIRECTORS' ACTION**

Any action permitted or required to be taken by the directors of this Corporation may be taken at a meeting of the directors duly called as provided by law or without a meeting if written consent to the action in question is signed by all the directors and filed with the minutes of the proceedings of the board, whether done before or after the action so taken.

**ARTICLE XV**  
**ADDITIONAL PROVISIONS**

In furtherance and not in limitation of the powers conferred by Statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of this Corporation;

(A) The Board of Directors, from time to time, shall determine whether and to what extent and at what times and places, and under what conditions and regulations the accounts and books of this Corporation, or any of them, shall be opened to the inspection of the shareholders, and none shall have any right to inspect any account or document of the Corporation, except as conferred by Statute or authorized by the Board of Directors.

(B) The Board of Directors may prescribe a method or methods for replacement of lost certificates by way of security upon the issue of new certificates heretofore.

(C) The officers of this Corporation shall be a President, a Vice President and such other officers, agents, and factors as may be deemed necessary, shall be chosen in such manner and hold their offices for such terms and have such powers and duties as may be prescribed by the By-Laws or determined by the Board of Directors.

## **ARTICLE XVI**

### **GENERAL POWERS**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida and of the purposes and objects hereinabove stated, the Corporation shall have all the following powers:

(A) To enter into, or become a partner in, any arrangement for sharing profits, union or interest, or cooperation, joint venture or otherwise, with any person, firm, or corporation.

(B) To enter into, for the benefit of its employees, one or more of the following: (1) a pension plan, (2) a profit sharing plan, (3) a stock bonus plan, (4) a thrift and savings plan, (5) restricted stock option plan, (6) medical reimbursement plan, (7) insurance programs, or (8) other fringe benefit or incentive compensation plans.

## **ARTICLE XVII**

### **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. All rights of shareholders are subject to this reservation.

**ARTICLE XVIII**

**INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

**Initial Registered Office:** The address of the initial registered office of the Corporation in the State of Florida is:

2081 Sandy Pines Drive Pt Charlotte, Florida 33982

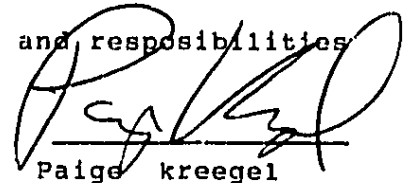
**Initial registered Agent:** The registered agent of the Corporation at the registered office of the Corporation is:

Paige Kreegel

**Initial Principal Office:** The address of the initial principal office of the corporation is:

2081 Sandy Pine Drive Pt Charlotte, Florida 33982

I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.



Paige kreegel

**ARTICLE XIX**

**EXISTENCE OF CORPORATION**

This corporation shall commence business upon the filing of these Articles and shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE XX**

**SUBSCRIBERS**

The name and post office address of the Subscriber to these Articles of Incorporation are as follows:

NAME	ADDRESS
Paige Kreegel	2081 Sandy Pine Drive
	Pt Charlotte, Florida 33982

IN WITNESS WHEREOF, the subscribing Incorporator has hereunto set his hands and seals this 14 day of February, 1996.

Paige Kreegel (SEAL)

IN THE  
STATE OF FLORIDA  
COUNTY OF DADE

BEFORE ME, the undersigned authority, personally appeared  
Paige Kreegel

Paige Kreegel  
who is to me well known to be the person described in and who subscribed the above and foregoing Articles of Incorporation and freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed by seal at  
Pont Charlotte, Florida this 14 day  
of February, 1996.

Violet L. Loar  
Notary Public

