

P96000022586

McFarlane, Ausley
Requestor's Name
P.O. Box 3911
Address
Tallahassee, FL 32302
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Consortium Unlimited, Inc.
(Corporation Name) (Document #) 200001744812
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2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED
MAR 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BALANCE DUE
REFUND

Examiner's Initials

P96000022586

**ARTICLES OF INCORPORATION OF
CONSORTIUM UNLIMITED, INC.**

FILED
96 MAR 13 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form
a for profit corporation under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be Consortium Unlimited, Inc. The Corporation's
principal office shall be 205 South Adams Street, Tallahassee, Florida, 32301.

ARTICLE II.

Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the
United States and the State of Florida.

ARTICLE III.

Stock

The authorized capital stock of this Corporation shall consist of 500 shares of Common
Stock with a par value of one cent (\$.01) per share. The stock of the Corporation shall be
issued for such consideration as may be determined by the Board of Directors but not less than
par value. Shareholders may enter into agreements with the Corporation or with each other to
control or restrict the transfer of stock and such agreements may take the form of options, rights
of first refusal, buy and sell agreements, or any other lawful form of agreement.

ARTICLE IV.

Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE V.

Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

Jan Bryson
205 South Adams Street
Tallahassee, Florida 32301

ARTICLE VI.

Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 205 South Adams Street, Tallahassee, Florida, 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Jan Bryson. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE VII.

Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VIII.
Number of Directors

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the ByLaws adopted by the shareholders.

ARTICLE IX.
Initial Board of Directors

The initial Board of Directors shall consist of four (4) persons. The names and street addresses of the initial members of the Board of Directors of this Corporation shall hold office until the first annual meeting of the shareholders, and thereafter until their successor is elected.

The initial members of the Board are as follows:

Jan Bryson
205 South Adams Street
Tallahassee, Florida 32301

Kimberly Mitchell
205 South Adams Street
Tallahassee, Florida 32301

William Herrell
205 South Adams Street
Tallahassee, Florida 32301

Lisa Hanning
205 South Adams Street
Tallahassee, Florida 32301

ARTICLE X.
Officers

The Corporation shall have a President, a Vice President, a Secretary and a Treasurer and may have additional and assistant officers including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office. The name and addresses of the initial officers are as follows:

Jan Bryson, President
205 South Adams Street
Tallahassee, Florida 32301

Kimberly Mitchell, Vice President
205 South Adams Street
Tallahassee, Florida 32301

and

Lisa Hanning, Secretary & Treasurer
205 South Adams Street
Tallahassee, Florida 32301

ARTICLE XI.
Transactions In Which Directors Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such director or directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested director or directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the shareholders.

(b) Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII.

Indemnification of Directors and Officers

(a) The Corporation shall have the power to indemnify any officer, director, employee, or agent of the Corporation as permitted under § 607.014, Florida Statutes, or any other applicable statute as such presently provides or may hereafter provide.

(b) Additionally, the Corporation specifically indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding;

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed

by such person in his capacity as directors, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such actions was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been

adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(c) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(d) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as

authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

ARTICLE XIII.
Preemption Rights

The Corporation elects to have preemptive rights, as that term is set forth in Section 607.0630, Florida Statutes.

ARTICLE XIV.
Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 13th day of March, 1996.

Jan P. Bryson
JAN BRYSON, PRESIDENT, INCORPORATOR

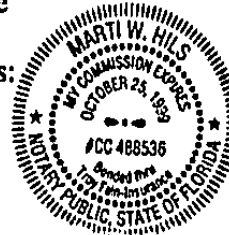
STATE OF FLORIDA
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, JAN BRYSON, to me well known and if not known to me presented proof in the form of a driver's licensed numbered 284 62 4698, and executed the foregoing instrument and acknowledged before me that she executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 13th day of March, 1996.

Marti W. Hills
Notary Public
State of Florida at Large

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

FILED
MAR 13 PM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In compliance with Florida Statutes Sections 48.091 and 607.034, the following is submitted:

Jan Bryson, desiring to organize as a corporation under the laws of the State of Florida, has designated 205 South Adams Street, Tallahassee, Florida, 32301, as its initial Registered Office and has named Jan Bryson, located at said address, as its initial Registered Agent.


JAN BRYSON, Registered Agent

Having been named Registered Agent for the above-stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping open said office.


JAN BRYSON, Registered Agent