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-03/19/96--01003--005  
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CORPORATION NAME(S) & DOCUMENT NUMBER(S) (If known):

1. Miller Realty, Inc. (Corporation Name) (Document #)
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

☐ CERTIFICATE OF GOOD STANDING

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

NEW FILINGS	
<input checked="" 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

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

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

**HOLD FOR  
PICKUP BY  
UCC SERVICES**

F. CHESSEY MAR 18 1996

Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
MILLER REALTY, INC.

FILED  
MAR 18 PM 2:12  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I

The name of this corporation is MILLER REALTY, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation is as follows:

To engage in any business not prohibited under the laws of the State of Florida or any political subdivision thereof or the laws of the United States.

ARTICLE III

The maximum number of shares of stock this corporation is authorized to have outstanding at any time shall be as follows: 100 shares of common stock with a par value of \$1.00 per share. The shares of the corporation shall not be divided into classes.

ARTICLE IV

This corporation shall begin business with a capital of not less than One Hundred Dollars (\$100.00).

ARTICLE V

This corporation shall exist perpetually.

ARTICLE VI

The principal place of business of this corporation shall be located at 10411 N.W. 48th Manor, Coral Springs, FL 33076, and it

may have such other places of business both within and without the State of Florida and in foreign countries as may be necessary or convenient.

#### ARTICLE VII

The street address of the initial registered office of this corporation is 10411 N.W. 48th Manor, Coral Springs, FL 33076, and the name of the initial registered agent of this corporation is Robert D. Miller.

#### ARTICLE VIII

The business of this corporation shall be conducted by a Board of Directors consisting of not less than one (1), but no more than five (5) directors, the exact number of directors to be fixed by the By-Laws of this corporation.

#### ARTICLE IX

The names and post office addresses of the members of the first Board of Directors of this corporation, who shall serve as directors until their successors are elected and have qualified, are as follows:

NAME	TITLE	ADDRESS
Robert D. Miller	President	10411 N.W. 48th Manor Coral Springs, FL 33076
Mary B. Miller	Sec./Treasurer	10411 N.W. 48th Manor Coral Springs, FL 33076

#### ARTICLE X

The name and address of the initial incorporator of this corporation is as follows:

NAME	ADDRESS
Robert D. Miller	10411 N.W. 48th Manor Coral Springs, FL 33076

#### ARTICLE XI

Special Provisions for the regulation of this corporation are as follows:

1. The annual meeting of the stockholders and Board of Directors of this corporation shall be held on March 1.

2. Any meeting of the stockholders or Board of Directors may be held either within or without the State of Florida, without notices, by the written consent of all of the stockholders or Board of Directors, as the case may be.

3. The officers of this corporation shall be a President, Secretary, and Treasurer and such other officers as the Board of Directors may deem necessary. Any one person may hold more than one (1) office.

4. The Board of Directors of the corporation is expressly authorized to accept in payment for the capital stock of the corporation real or personal property of any kind or nature, including accounts receivable, inventories of raw materials or finished products, furniture, fixtures, automotive equipment, machinery, buildings or any other items of real or personal property of value to the corporation. The value placed upon said

property in payment for capital stock shall be deemed conclusive and shall be binding upon the Board of Directors, officers and upon the present and future stockholders of the corporation.

5. The Board of Directors of the corporation is specifically empowered to pass on and fix the compensation of directors, officers, employees and agents of the corporation and to enter into agreements, respecting the same.

6. The initial By-Laws of this corporation shall be adopted by the Board of Directors. Thereafter, any amendments or additions to the By-Laws shall be adopted in accordance with the procedures outlined in said By-Laws.

#### ARTICLE XII

No contract or other transaction between the corporation and any other corporation and no act of the corporation shall be in any way affected or invalidated by the fact that any of the directors of the corporation are pecuniarily or otherwise interested in, or are directors of or officers of such other corporations; any director individually, or any firm of which any director may be a member, may be a party to or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of the corporation who is also a director or officer of such corporation or who is so interested may be counted in determining the existence of a quorum at a meeting of the Board of Directors of the corporation which shall

authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested; and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit or himself or any firm or corporation in which he may be in anywise interested.

#### ARTICLE XIII

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he had reasonable grounds to believe.

2. The corporation shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request as a director or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually or necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties or a party, by reason of being or having been directors or officers, or

a director or officer of a corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed as adjudication that such director or officer or person is liable for negligence or misconduct in the performance of his duties, if such director or officer or person was acting in good faith in what he considered to be the best interests of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if the judgment of a disinterested majority of the Board of Directors or of any disinterested committee or group of persons to whom the question may be referred by the Board of Directors, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him for or indemnify or against all costs and expenses reasonably incurred by him in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any law, by-laws, agreements, vote of stockholders, or otherwise.

#### ARTICLE XIV

The holders of the common stock of this corporation shall have pre-emptive rights to purchase, subscribe for, or otherwise acquire any portion of any issue of capital stock or debt of the corporation, whether in the form of capital stock, debenture, bond or other securities convertible into or carrying options or warrants for the purchase of capital stock of the corporation, which may be issued, optioned or sold by the corporation subsequent to the filing of these Articles of Incorporation, at prices, terms and conditions that shall be fixed by the Board of Directors. The pre-emptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

#### ARTICLE XV

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 stockholders, and approved in the stockholders meeting by a majority of the stockholders entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE XVI

Robert D. Miller, the undersigned, being the original subscriber and incorporator of the foregoing corporation, hereby certifies that the foregoing constitutes the proposed Articles of Incorporation of Miller Realty, Inc.



WITNESS my hand and seal this 13<sup>th</sup> day of March, 1996.

Robert D. Miller (SEAL)  
ROBERT D. MILLER

STATE OF FLORIDA     )  
                              : ss.:  
COUNTY OF BROWARD    )

BEFORE ME, the undersigned authority, personally appeared ROBERT D. MILLER, to me well known to be the person described in and who executed and subscribed to the foregoing Articles of Incorporation, and he acknowledged to and before me that he executed and subscribed to the same for the purposes herein expressed.

WITNESS my hand and official seal in the State and County aforesaid this 13<sup>th</sup> day of March, 1996.

Jennifer Brown  
Notary Public

My Commission Expires:



JENNIFER BROWN  
MY COMMISSION # CC459237 EXPIRES  
June 14, 1999  
BONDED THROUGH TROY FARM INSURANCE, INC.


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

In accordance with Section 48.091 and Section 607.0501(3), Florida  
Statutes, the following is submitted in compliance with said  
Sections:

MILLER REALTY, INC., desiring to organize under the laws of the  
State of Florida with its principal office as indicated in the  
Certificate of Incorporation, at the City of Fort Lauderdale,  
County of Broward, State of Florida, has named Robert D. Miller,  
located at 10411 N.W. 48th Manor, Coral Springs, FL 33076, as its  
agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above  
named 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 Sections relative to keeping open said office.

  
\_\_\_\_\_  
Registered Agent

FTL1-175340