

P96000024355

FILED

96 MAR 14 PM 12:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DATE

3/11/96

SECRETARY OF STATE
CORPORATE DIVISION
STATE OF FLORIDA
TALLAHASSEE, FLORIDA 32304

4000001743114
-03/14/96--01061--010
****122.50 ****122.50

RE: BMR RETIREMENT COMPANY
(Name of Corporation)

GENTLEMEN:

ENCLOSED HERewith ARE THE ARTICLES OF INCORPORATION TOGETHER
WITH A COPY OF SAID ARTICLES FOR BMR RETIREMENT COMPANY
(Name of Corporation)


AND OUR CHECK IN THE AMOUNT OF \$ 122.50 AS FOLLOWS:

FILING FEE
CHARTER TAX
REGISTERED AGENT
CERTIFIED COPY

TOTAL

\$122.50

RESPECTIVELY SUBMITTED,


(Individual's Name)

BMR RETIREMENT COMPANY
(Name of Corporation)

3-19-96

TB

D.

ARTICLES OF INCORPORATION
OF
BMR RETIREMENT COMPANY

The undersigned subscribers, each a natural person competent to contract, acting as incorporators of a corporation (hereinafter referred to as the "Corporation") under the provisions of the statutes of the State of Florida, adopt the following Articles of Incorporation:

ARTICLE 1.
Name

1.1) Name. The name of the Corporation is **BMR Retirement Company**.

ARTICLE 2.
Purposes and Powers

2.1) Purpose. The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

2.2) Powers. This corporation shall have all of the powers enumerated in the Florida General Corporation Act.

2.3) Specific Powers. Subject to any specific written limitations or restrictions imposed by the statutes of the State of Florida, by other law, or by these Articles of Incorporation, and solely in furtherance of, but not in addition to, the purposes set forth in Section 2.1 of this Article 2, the Corporation shall have and exercise the following specific powers.

FILED
96 MAR 14 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- a) To appoint Officers and Agents. To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.
- b) To Act as Agent. To act in the State of Florida and in any state, territory, district, or possession of the United States, or in any foreign country, in the capacity of agent or representative for any individual, association, corporation or other legal entity, respecting any business, the purpose of which is similar to the purposes set forth in Section 2.1 of the Article 2.
- c) To Deal in Real Property. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, improve, manage, operate, let as lessor, sell, convey or mortgage, either alone or in conjunction with others, real estate of every kind, character and description whatsoever and wheresoever situated, and any interest therein.
- d) To Deal in Person Property, Generally. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own, manage, operate, mortgage, pledge, hypothecate, exchange, sell, deal in and dispose of, either alone or in conjunction with others, personal property and commodities of every kind, character and description whatsoever situated, and any interest therein.
- e) To Deal in Securities, Generally. To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or indirect or direct obligations of the United States or any government, state, territory, governmental district or municipality or of any instrumentality thereof.
- f) To Deal in its Own Securities. To purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer, or otherwise dispose of the shares of the Corporation, but it shall not purchase, either directly or indirectly, its own shares except out of its earned surplus or, with the affirmative vote of the holders of at least a majority of all shares entitled to vote thereon, out of its capital surplus, except as otherwise permitted by the statutes of the State of Florida, by other law, or by these Articles of Incorporation.

g) To Deal in Charters, Licenses and Memberships. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, convey or mortgage, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to charters, franchises, licenses, permits, whether indeterminate or otherwise, certificates of convenience and necessity, certificates of authority, memberships, seats on commodity and other exchanges, and other authorizations, necessary lawfully to accomplish the purposes set forth in Section 2.1 of this Article 2.

h) To Deal in Inventions, Copyrights and Trademarks. To acquire (by application, assignment, purchase, exchange, lease, hire or otherwise), hold, own, use, license, lease, sell, either alone or in conjunction with others, the absolute or any partial or qualified interest in and to inventions, improvements, letters, patent and applications therefor, licenses, formulas, privileges, processes, copyrights and applications therefor, trademarks and applications therefor, and trade names and applications therefor.

i) To Deal in Good Will. To acquire (by purchase, exchange, lease, hire or otherwise), hold, own use, assign, lease, sell, convey or mortgage, either alone or in conjunction with others, the rights, property and business of any person, entity, partnership, association or corporation heretofore or hereafter engaged in any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2.

j) To Enter into Profit Sharing Arrangements and Partnerships. To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any corporation, association, partnership, individual or other legal entity, for the carrying on of any business, the purpose of which is similar to the purposes set forth in Section 2.1 of this Article 2 and to enter into any general or limited partnership, the purpose of which is similar to such purpose.

k) To Make Contracts. To enter into, make, perform and carry out, or cancel

l) To Execute Guaranties. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranty is made pursuant to the purposes set forth in Section 2.1 of this Article 2.

m) To Borrow Funds. To borrow or raise monies for any of the purposes of the Corporation set forth in Section 2.1 of this Article 2 and, from time to time, without limit as to amount, to execute accept, endorse and deliver, as evidence of such borrowing, all kinds of securities, including, but without limiting the generality thereof, promissory notes, drafts, bill of exchange, warrants, bonds, debentures and other negotiable or non-negotiable instruments and evidences of indebtedness; and to secure the payment and full performance of such securities by mortgage on, or pledge, conveyance or assignment in trust of, the whole, or any part, of the assets of the Corporation, real, personal, or mixed, including contract rights, whether at the time owned or thereafter acquired.

n) To Lend Funds, Generally. To lend money for any of the purposes set forth in Section 2.1 of this Article 2, invest its funds from time to time, and take and hold real and personal property as security for the payment of funds so loaned or invested; but to make no loans secured by the shares of the Corporation

ARTICLE 3.

3.1) Number of Shares. The aggregate number of shares that the Corporation shall have the authority to issue is 1000 shares of Capital Stock with no par value.

3.2) Initial Issue. One hundred (100) shares of the Capital Stock of the Corporation shall be issued at no par value.

3.3) Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

3.4) Classes of Stock and Shares in Series. The shares of the Corporation are not to be divided into classes. The Corporation is not authorized to issue shares in series.

ARTICLE 4.
Corporate Existence and Period of Duration

4.1) Corporate Existence. Corporate existence shall begin on the date these Articles are filed.

4.2) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.
Initial Registered Office and Agent
and Principal Business Office

5.1) Initial Registered Office and Agent. The street address of the initial registered office of this corporation is 111 Second Avenue Northeast, Suite 600, St. Petersburg, Florida and the name of the initial registered agent of this corporation at that address is Kevin J. Bessolo.

5.2) Principal Business Office. The principal business office of this corporation is 111 Second Avenue Northeast, Suite 600, St. Petersburg, Florida.

ARTICLE 6.
Directors

6.1) Initial Board of Directors. This corporation shall have three directors 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 persons who shall serve as the director until the first annual meeting of shareholders, or until their successor shall have been elected and qualified, is as follows: Kevin J. Bessolo, AIA, Bill Mess and Terry Russell.

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the initial incorporator is as follows: Kevin J. Bessolo, 111 Second Avenue Northeast, Suite 600, St. Petersburg, Florida.

ARTICLE 8.
Powers and Rights of Shareholders

8.1) Pre-emptive Rights. The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

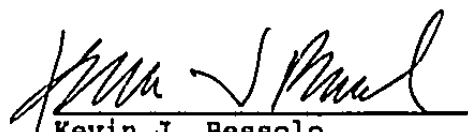
8.2) Method of Voting. Each share of voting stock shall be equivalent to one vote on each matter presented at the annual meeting of stockholders. Shareholders shall not be allowed to vote their shares cumulatively.

ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter or repeal, or

to add any provision to, its Articles of Incorporation, in any manner now or hereafter proscribed or permitted by the provisions of Chapter 607 of Florida Statutes, or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation or any amendment hereto are granted, subject to this reservation.

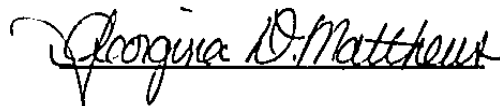
IN WITNESS WHEREOF, The undersigned has made and subscribed to these Articles of Incorporation at St. Petersburg, Florida on the 11th day of MARCH, 1996


Kevin J. Bessolo

STATE OF FLORIDA
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Kevin J. Bessolo who is to me well known to be the person described in who subscribed the above Articles 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 my official seal, at St. Petersburg in said County and State this 11th day of March, 1996.



My commission expires:



GEORGINA D MATTHEWS
My Commission CC370048
Expires May. 08, 1998
Bonded by HAI
800-422-1555

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

IN COMPLIANCE WITH SECTION 607.325 FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST THAT BMR RETIREMENT COMPANY
(Name of Corporation)

WITH ITS PLACE OF BUSINESS AT 111 SECOND AVENUE NE, SUITE 600,
ST. PETERSBURG, FL
(Business, Address, City and State)

HAS NAMED KEVIN J. BESSOLO
(Name of Registered Agent)

LOCATED AT 111 SECOND AVENUE NE, SUITE 600
(Street Address and Number of Building)

CITY OF ST. PETERSBURG STATE OF FLORIDA, AS ITS AGENT TO ACCEPT
(City)

SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE [Signature]
(Corporate Officer)

TITLE DIRECTOR

DATE 3/11/96

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.325 FLORIDA STATUTES.

SIGNATURE [Signature]
(Registered Agent)

DATE 3/11/96

BUREAU OF CORPORATE RECORDS, P.O. BOX 6327, TALLAHASSEE, FL 32314

(NOTE: There is a filing fee of \$3.00 for this certificate)

A.

FILED
96 MAR 14 PM 12:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BESSOLO DESIGN GROUP, INC.

096000024355 **LETTER OF TRANSMITTAL**

(813) 894-4453
FAX (813) 896-8662

TO Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee FL 32314

DATE	10/0/96	JOH NO.
ATTENTION	Sandra Mortham	
RE:	BMR Retirement	

WE ARE SENDING YOU ☒ Attached ☐ Under separate cover via mail the following items:

- ☐ Shop drawings ☐ Prints ☐ Plans ☐ Samples ☐ Specifications
☐ Copy of letter ☐ Change order ☒ Required Amendments

COPIES	DATE	NO.	DESCRIPTION
1	9/26/96		Corrected Amendments
1	9/29/96		check (35.00) Filing Fee

SECRETARY OF STATE
DIVISION OF CORPORATIONS
FILED
OCT 14 PM 2:12

THESE ARE TRANSMITTED as checked below:

- ☐ For approval ☐ Approved as submitted ☐ Resubmit _____ copies for approval
☐ For your use ☐ Approved as noted ☐ Submit _____ copies for distribution
☒ As requested ☐ Returned for corrections ☐ Return _____ corrected prints
☐ For review and comment ☐ _____
☐ FOR BIDS DUE _____ 19 _____ ☐ PRINTS RETURNED AFTER LOAN TO US

REMARKS

100001978801--6
-10/17/96-01059-002
*****35.00 *****35.00

Amend

OCT 14 1996

COPY TO _____

SIGNED: _____

If enclosures are not as noted, kindly notify us at once.

September 27, 1996

Florida Department of State
Ms. Thelma Lewis
Corporate Specialist Supervisor
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: BMR Retirement Company
Reference #P96000024355

Dear Ms. Lewis;

Pursuant to your September 17, 1996 letter enclosed please find Articles of Amendment for the above referenced corporation. The Amendments include a revised registered office, agent, principle business office, Board of Directors and Incorporator. Also enclosed please find a check for the \$35.00 filing fee.

If you have any questions, please do not hesitate to call.

Sincerely,
BMR RETIREMENT COMPANY



Bill Mess
President



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

September 17, 1996

KEVIN J. BESSOLO
BESSOLO DESIGN GROUP, INC.
111 SECOND AVENUE N.E., SUITE 600
ST. PETERSBURG, FL 33701

SUBJECT: BMR RETIREMENT COMPANY
Ref. Number: P96000024355

We have received your document for BMR RETIREMENT COMPANY .
However, the enclosed document has not been filed and is being returned to you
for the following reason(s):

Amendments for Florida profit corporations are filed in compliance with section
607.1006, Florida Statutes. Please see the enclosed information.

The word "initial" or "first" should be removed from the article regarding directors,
officers, and/or registered agent, unless these are the individuals originally
designated at the time of incorporation.

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.

The fee to file articles of amendment is \$35. For each certified copy requested,
please add an additional \$52.50.

If you have any questions concerning this matter, please either respond in writing
or call (904) 487-6905.

Thelma Lewis
Corporate Specialist Supervisor

Letter Number: 296A00043098

*Returned 10/7
with Amendment form
& check*

■ 111 Second Avenue N. E. ■ Suite 600 ■ St. Petersburg, Florida 33701 ■
■ (813) 894-4453 ■ FAX (813) 896-8662 ■

ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF

BMR RETIREMENT COMPANY

(present name)

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted: (indicate article number(s) being amended, added or deleted)

ARTICLE 5 - REGIST. OFFICE / AGENT

ARTICLE 6 - DIRECTORS

ARTICLE 7 - INCORPORATOR

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

N/A

RECEIVED
OCT 14 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIRD: The date of each amendment's adoption: 9/27/96

FOURTH: Adoption of Amendment(s) (CHECK ONE)

- ☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.
- ☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____,"
voting group

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10th day of OCTOBER, 19 96

Signature

Bill Mess

(By the Chairman or Vice Chairman of the Board of Directors, President or other officer if adopted by the shareholders)

OR

(By a director if adopted by the directors)

OR

(By an incorporator if adopted by the incorporators)

BILL MESS

Typed or printed name

PRESIDENT

Title

ARTICLE 4.
Corporate Existence and Period of Duration

4.1) Corporate Existence. Corporate existence shall begin on the date these Articles are filed.

4.2) Period of Duration. The period of duration of the Corporation is perpetual.

ARTICLE 5.
Registered Office and Agent
and Principal Business Office

5.1) Registered Office and Agent. The street address of the registered office of this corporation is c/o Sunset Bay, 7401 Central Avenue, St. Petersburg, Florida, 33710 and the name of the registered agent of this corporation at that address is Bill Mess.

5.2) Principal Business Office. The principal business office of this corporation is c/o Sunset Bay, 7401 Central Avenue, St. Petersburg, Florida, 33710.

ARTICLE 6.
Directors

6.1) Board of Directors. This corporation shall have one director. 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 of the person who shall serve as the director until their successor shall have been elected and qualified, is as follows: Bill Mess.

ARTICLE 7.
Incorporator

7.1) Incorporator. The name and address of the incorporator is as follows: Bill Mess, c/o Sunset Bay 7401 Central Avenue, St. Petersburg, Florida, 33710.

ARTICLE 8.
Powers and Rights of Shareholders

8.1) Pre-emptive Rights. The holders of the common stock of this corporation shall have pre-emptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or any property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The pre-emptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

8.2) Method of Voting. Each share of voting stock shall be equivalent to one vote on each matter presented at the annual meeting of stockholders. Shareholders shall not be allowed to vote their shares cumulatively.

ARTICLE 9.
Amendments

9.1) Amendments to Articles of Incorporation. The Corporation reserves the right from time to time to amend, alter or repeal, or to add any provision to, its Articles of Incorporation, in any manner now or hereafter prescribed or permitted by the provisions of Chapter 607 of Florida Statutes, or any amendment thereto, or by the provisions of any other applicable statute of the State of Florida; and all rights conferred upon stockholders by these Articles of Incorporation or any amendment hereto are granted, subject to this reservation.

IN WITNESS WHEREOF, The undersigned has made and subscribed to these Articles of Incorporation at St. Petersburg, Florida on the 27th day of September, 1996. As registered agent I am hereby familiar with and accept the duties and responsibilities as registered agent for said corporation.

Bill Mess
Bill Mess
President

STATE OF FLORIDA

COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared Bill Mess who is to me well known to be the person described in who subscribed the above Articles 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 my official seal, at St. Petersburg in said County and State this 27th day of September, 1996.

My Commission Expires: 05/08/98



GEORGINA D MATTHEWS
My Commission CC370848
Expires May. 08, 1998
Bonded by HAI
800-422-1885

Georgina Matthews