

CONTACT:

P96000027836

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UCC FILING & SEARCH SERVICES

(Requestor's Name)

526 EAST PARK AVENUE SUITE 200

(Address)

TALLAHASSEE, FL 32301 (904) 681-6528

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

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

1. Wulferst Road Inc. *Need file date 3/29/96*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time _____ ☒ Certified Copy ☐ ARTICLES ONLY
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status ☐ ALL CHARTER DOCS
- ☐ CERTIFICATE OF GOOD STANDING

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

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

- ☐ Certificate of FICTITIOUS NAME
- ☐ FICTITIOUS NAME SEARCH
- ☐ CORP SEARCH

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials

ARTICLES OF INCORPORATION
OF
WULFERT ROAD, INC.

FILED

96 MAR 29 PM 4:02

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is WULFERT ROAD, INC. (the "Corporation").

SECOND: The purposes for which the Corporation is formed are as follows:

A. To acquire, develop, construct, own, manage, finance, lease or otherwise deal with real estate on its own behalf or on behalf of other persons or entities;

B. To act as general partner, limited partner, joint venturer, beneficiary, trustee or other participant in other entities formed for the purpose of acquiring, developing, constructing, owning, managing, financing, leasing or otherwise dealing with real estate; and

C. To engage in any act or activity for which corporations may be formed under the General Corporation Act of Florida.

The foregoing purposes, objects and businesses of the Corporation are made in furtherance, and not in limitation, of the powers conferred upon the Corporation by law, and are not intended, by the mention of any particular purpose, objective or business, to in any manner limit or restrict the generality of any other purpose, objective or business mentioned, or to limit or restrict any of the powers of the Corporation. The Corporation is formed upon the articles, conditions and provisions herein expressed, and subject in all particulars to the limitations relative to corporations which are contained in the laws of the State of Florida.

THIRD: The Corporation's mailing address within the State of Florida, at which address service of process may be made, shall be 15300 Fiddlesticks Boulevard, Fort Myers, Florida 33912. The Corporation's registered agent at such address shall be Dr. William J. Simmonds, Sr., a Florida resident.

FOURTH: The total amount of authorized capital stock of the Corporation is 1,000 shares of common stock, having a par value of \$0.01 per share.

FIFTH: The number of directors shall be such number as from time to time shall be fixed by, or in the manner provided in, the bylaws of the Corporation. Election of directors need not be by written ballot. The initial director of the Corporation, who shall hold office until his successor is duly elected and qualified, and the address of such director shall be:

Dr. William J. Simmonds, Sr. 15300 Fiddlesticks Boulevard
Fort Myers, Florida 33912

SIXTH: The Corporation shall indemnify each officer and director, whether or not then in office, against any and all expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him arising from, in connection with or attributable to any action, suit, cause of action, claim or proceeding to which such officer or director is a party because such

officer or director is or was an officer or director of the Corporation, provided that in the event such officer or director shall be adjudged to be liable for negligence or willful misconduct in the performance of duty in any such proceeding, then no right to reimbursement shall obtain. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of ~~nolo contendere~~ or its equivalent, shall not, of itself, create a presumption that any officer or director did not act in good faith and in a manner which such officer or director reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful.

SEVENTH: The following provisions are hereby adopted for the purpose of defining, limiting and regulating the powers of the Corporation and of the directors and stockholders:

A. The Board of Directors is hereby empowered to make, alter or repeal the by-laws of the Corporation;

B. The Board of Directors of the Corporation is hereby empowered to authorize the issuance from time to time of shares of the Corporation's stock, with or without par value, of any class whether now or hereafter authorized, and securities convertible into share of the Corporation's stock of any class, whether now or hereafter authorized, for such consideration as the Board of Directors may deem advisable, subject to such limitations and restrictions, if any, as may be set forth in the by-laws of the Corporation;

C. Any director, individually, or any firm of which any director may be a member, or any corporation or association of which any director may be an officer or director or in which any director may be interested as a holder of any amount of its capital stock or otherwise, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of the Corporation and, in the absence of fraud, no contract or other transaction shall be hereby affected or invalidated, provided that the fact of the common directorship or interest shall be disclosed or shall have been known either (i) to the Board of Directors or a committee thereof and the Board or committee authorizes, approves or ratifies the contract or transaction by the affirmative vote of a majority of disinterested directors, even if the disinterested directors constitute less than a quorum, or (ii) to the stockholders entitled to vote, and the contract or transaction is authorized, approved or ratified by a majority of the votes cast by the stockholders entitled to vote other than the votes of shares owned of record or beneficially by the interested director or corporation, firm or other entity; or the contract is unanimously approved by the stockholders; or the contract or transaction is fair and reasonable to the Corporation. Any director of the Corporation who is also a director or officer of or interested in such other corporation or association, or the firm of which he is a member is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction. Any such contract, transaction or act of the Corporation or of the directors which shall be ratified by a majority of a quorum of the stockholders having voting powers at any annual meeting, or at any special meeting called for such purposes, so far as permitted by law, shall be valid and binding as though ratified by every stockholder of the Corporation;

D. The Corporation reserves the right from time to time to make any amendments to its charter which now or hereafter may be authorized by law, including any amendments changing the

terms of any class of the outstanding stock of the Corporation by classification, reclassification or otherwise, but no such amendment which changes the terms of any class of the outstanding stock shall be valid unless changes in the terms thereof shall have been authorized by the holders of a majority of the shares of such stock at that time outstanding by a vote at a meeting or in writing with or without a meeting; and

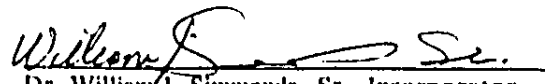
E. The Board of Directors shall have the power, without a vote of stockholders, to (i) declare and authorize the payment of dividends on the capital stock of the Corporation, whether or not payable in stock of one class to holders of stock of another class or classes, and (ii) exercise all powers of the Corporation, whether conferred by law or by these articles, to purchase, lease or otherwise acquire the business, assets or franchises, in whole or in part, of other corporations or unincorporated entities.

EIGHTH: The duration of the Corporation shall be perpetual.

NINTH: The name and mailing address of the incorporator, being at least eighteen years of age, is:

Dr. William J. Simmonds, Sr.
15300 Fiddlesticks Boulevard
Fort Myers, Florida 33912

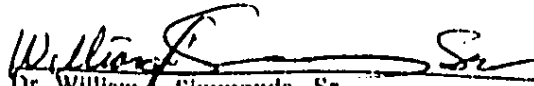
IN WITNESS WHEREOF, the undersigned incorporator has caused these Articles of Incorporation to be executed as of the 27th day of March, 1996, and acknowledges same to be his act and deed.


Dr. William J. Simmonds, Sr., Incorporator

CONSENT TO SERVE AS REGISTERED AGENT

The undersigned, Dr. William J. Simmonds, Sr., by his signature hereon, evidences his consent to serve as the registered agent for service of process of Wulfert Road, Inc. in the State of Florida in accordance with Section 607.0501 of the Business Corporation Act and affirms that he is familiar with and accepts the obligations of that position.

Registered Agent:


Dr. William J. Simmonds, Sr.

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JACKSONVILLE, FLORIDA