

Law Offices Of  
**Laura Layne Walker**  
3907 North Boulevard  
Tampa, Florida 33603-4624

Area Code 813  
Telephone: 229-6332  
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P96000035642

April 18, 1996

Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: Articles of Incorporation  
HARPER ASSOCIATIONS MANAGEMENT, INCORPORATED

Dear Sirs:

Please find enclosed the Certificate of Designation and the Articles of Incorporation for HARPER ASSOCIATIONS MANAGEMENT, INCORPORATED. A check is enclosed for the filing fees in the sum total of \$122.50 made payable to the Secretary of State.

Thank you for your assistance. Please call if you have any questions as to the above.

Sincerely,



Laura L. Walker, Esquire  
LLW/kc

Enclosures

Articles of Incorporation (original and duplicate)  
Certificate of Designation (original and duplicate)

cc: file  
Client

APR 24 1996 BSB

63 APR 22 PM 2:03  
TALLAHASSEE FL 32314  
STATE OF FLORIDA

**ARTICLES OF INCORPORATION  
OF  
HARPER ASSOCIATIONS MANAGEMENT, INCORPORATED**

FILED  
96 APR 22 PM 2:03  
TALLAHASSEE FLORIDA

**ARTICLE I  
NAME**

The name of the Corporation is HARPER ASSOCIATIONS MANAGEMENT, INCORPORATED, (hereinafter referred to in this document as "the Corporation").

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence, unless it shall hereafter be dissolved according to law.

**ARTICLE III  
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address of the initial principal place of business of the Corporation is 2815 Tifton Street South, Gulfport, Florida 33711-3647 and the name of the initial Registered Agent of this Corporation is Laura Layne Walker whose address is 3907 North Boulevard, Tampa, Florida 33603.

#### **ARTICLE IV**

##### **PURPOSES**

The general nature of the business or businesses to be transacted by this Corporation, and the objects or purposes to be transacted, promoted, or carried on are to engage in any activities or business purposes permitted under the laws of the United States and Florida.

#### **ARTICLE V**

##### **STOCK**

The Corporation shall have the authority to issue Five Thousand (5,000) shares of common stock, with a par value of One Dollar (\$1.00) per share, with the consideration to be paid for each share to be in money, property or services, as may be fixed by the Board of Directors.

#### **ARTICLE VI**

##### **DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The initial Board of Directors shall consist of one (1) member. The number of directors may be increased or decreased from time to time by vote of the Board of Directors or

the shareholders in accordance with the By-Laws of this Corporation. The name and address of the initial Director who shall serve as initial Director until his successor or successors are duly qualified is as follows:

<u>NAME</u>	<u>ADDRESS</u>
HAROLD WILLIAMS HARPER	2815 Tifton Street South Gulfport, Florida 33711-3647

#### ARTICLE VII

##### BY-LAWS

By-Laws of the Corporation may be adopted, altered or rescinded by the Directors at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles of Incorporation.

#### ARTICLE VIII

##### AMENDMENTS

Amendments to the Articles of Incorporation may be proposed by any Directors, at a regular or special business meeting of the Board of Directors at which a majority vote is required, at such meeting properly called and noticed as provided in the By-Laws.

Upon such approval, such an Amendment must also be forwarded to the Secretary of State of the State of Florida and filed and approved by him/her before the same shall become effective.

**ARTICLE IX**  
**SPECIAL PROVISIONS**

The following special provisions, powers, privileges, and limitations shall be applicable to and govern this Corporation:

No contract or other transaction between this Corporation and any other Corporation, and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Director of this Corporation is pecuniarily or otherwise interested in any contract or transaction of this 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(s) of this Corporation who is also a Director or Officer of such other Corporation, or who is so interested, may be counted in the determining the existence of a quorum at any meeting of the Board of Directors of this 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 interested.

**ARTICLE X**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any additional stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE XI**  
**LOST OR DESTROYED CERTIFICATES**

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

**ARTICLE XII**  
**INCORPORATOR**

The Incorporator of HARPER ASSOCIATIONS MANAGEMENT, INCORPORATED, is as follows:

**NAME****ADDRESS**

HAROLD WILLIAMS HARPER

2815 Tifton Street South  
Gulfport, Florida 33711-3647

Signed by the Incorporator this 17<sup>th</sup> day of April,  
1996.

*Harold Williams Harper*  
HAROLD WILLIAMS HARPER

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally  
appeared HAROLD WILLIAMS HARPER to me known and known to me to be  
the individual described in and who executed the foregoing  
Articles of Incorporation and acknowledged before me that he  
executed the same for the purposed therein expressed.

WITNESS my hand and official seal in the County and  
State named above this 17<sup>th</sup> day of April, A. D. 1996.

*Karyn R Goldner-Carr*  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



KARYN R GOLDNER-CARR  
My Commission OC420998  
Expires Nov. 18, 1998  
Bonded by HAI  
800-422-1555

**CERTIFICATE OF DESIGNATION**

The Registered Agent of HARPER ASSOCIATIONS MANAGEMENT,  
INCORPORATED is hereby designated:

LAURA LAYNE WALKER  
3907 NORTH BOULEVARD  
TAMPA, FLORIDA 33603

This certificate shall constitute an acceptance of the  
appointment as registered agent simultaneous with  
designation pursuant to Florida Statute 607.034 (3).

*Laura Layne Walker*  
LAURA LAYNE WALKER  
REGISTERED AGENT

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally  
appeared LAURA LAYNE WALKER, as registered agent of HARPER  
ASSOCIATIONS MANAGEMENT, INCORPORATED, to me known and known to  
me to be the individual described in and who executed the  
foregoing Certificate of Designation.

WITNESS my hand and official seal in the County and  
State named above this 17<sup>th</sup> day of April, A. D. 1996.



KARYN R. GOLDNER-CARR  
My Commission CC420996  
Expires Nov. 18, 1998  
Bonded by HAI  
800-422-1565

*Karyn R. Goldner-Carr*  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



Harold Williams Harper  
HAROLD WILLIAMS HARPER  
INCORPORATOR

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

I HEREBY CERTIFY that before me this day, personally appeared HAROLD WILLIAMS HARPER, as incorporator HARPER ASSOCIATIONS MANAGEMENT, INCORPORATED, to me known and known to me to be the individual described in and who executed the foregoing Certificate of Designation.

WITNESS my hand and official seal in the County and State named above this 17<sup>th</sup> day of April, A. D. 1996.

Karyn R. Goldner-Carr  
NOTARY PUBLIC  
MY COMMISSION EXPIRES:



KARYN R. GOLDNER-CARR  
My Commission OC420898  
Expires Nov. 18, 1998  
Bonded by HAI  
800-422-1563