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TALLAHASSEE, FL 32301-2607  
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904-222-0391 FAX

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PRESIDENTIAL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 988294 80881A

AUTHORIZATION :

COST LIMIT : \$ 70.00

*Patricia Pizant*

ORDER DATE : June 14, 1996

ORDER TIME : 1:44 PM

ORDER NO. : 988294

CUSTOMER NO: 80881A

500001862915

CUSTOMER: Ms. Regina T. Lowrie  
WARLICK FASSETT & ANTHONY,  
P.A.  
Orange Bank Bldg., Suite 500  
14 East Washington Street  
Orlando, FL 32801

DOMESTIC FILING

NAME: MATSBY CORPORATION

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY  
☒ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: GLS

EXAMINER'S INITIALS:

*Dmc 6/17/96*

FILED  
RECEIVED  
95 JUN 14 AM 10:57  
DIVISION OF CORPORATION  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

MATSBY CORPORATION

FILED  
96 JUN 14 AM 10:57

SECRET  
TALLAHASSEE, FLORIDA

The undersigned incorporator to this Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I - NAME OF CORPORATION**

The name of this corporation shall be MATSBY CORPORATION.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - INITIAL PRINCIPAL OFFICE**

The initial principal office of the Corporation shall be located at 6504 University Boulevard, Winter Park, Florida 32792.

**ARTICLE IV - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business purposes.

**ARTICLE V - CAPITAL STOCK**

A. The maximum number of shares of capital stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00, which may be fractional shares.

B. All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash; and the directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

C. Notwithstanding the foregoing, the corporation shall have the right to increase its capital stock either with or without par value, and to provide in the event of such increase the designations, preferences, voting powers or restrictions, or qualification of voting powers, of such additional stock, in an amendment to its Certificate of Incorporation.

#### **ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation shall be 14 East Washington Street, Suite 500, Orlando, Florida 32801.

The name of the initial registered agent of this corporation at that address shall be Ladd H. Fussett.

#### **ARTICLE VII - INITIAL DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and street addresses of the initial members of the Board of Directors are:

<u>Name</u>	<u>Address</u>
Paul Merrdith Helsby	6504 University Blvd. Winter Park, Florida 32792
Timothy Mattingly	6504 University Blvd. Winter Park, Florida 32792

#### **ARTICLE VIII - OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

<u>Name</u>	<u>Address</u>	<u>Office</u>
Paul Merrdith Helsby	6504 University Blvd. Winter Park, Florida 32792	President/Secretary
Timothy Mattingly	6504 University Blvd. Winter Park, Florida 32792	Vice President/Treasures

#### **ARTICLE IX - PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

#### **ARTICLE X - SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue Code, 26 U.S.C. 1361 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

#### **ARTICLE XI - INDEMNITY**

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer at the time such expenses are incurred, except in such cases where the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided, that in the event of any claim for reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interests of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or other officer may be entitled.

#### **ARTICLE XII - INCORPORATOR**

The following is the name and street address of the Incorporator to these Articles of Incorporation:

Ladd H. Fassett  
14 E. Washington Street, #500  
Orlando, Florida 32801

#### **ARTICLE XIII - BY-LAWS**

The shareholders of this corporation shall have the sole power to establish, enact, alter or repeal By-Laws for the management of this corporation, and the duties of the officers of this corporation shall be prescribed by such By-Laws. In addition such By-Laws may include, by unanimous decision of all the

shareholders, any regulatory or restrictive provisions regarding the sale, transfer, or other disposition of any of the outstanding shares of stock of this corporation by any of its shareholders, or in the event of the death of any of its shareholders.

**ARTICLE XI - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this \_\_\_\_ day of June, 1996.


  
\_\_\_\_\_  
LADD H. FASSETT  
Incorporator

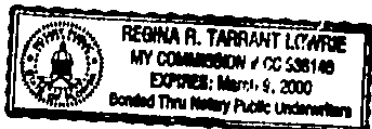
STATE OF FLORIDA  
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgments in the State and County aforesaid, personally appeared LADD H. FASSETT, to me known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State last aforesaid this 12<sup>th</sup> day of June, 1996.

(SEAL)

  
Notary Public  
Print Name: \_\_\_\_\_  
My commission expires: \_\_\_\_\_  
Commission No.: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE  
FOR SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING REGISTERED AGENT UPON WHICH  
PROCESS MAY BE SERVED

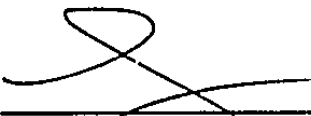
FILED  
96 JUN 14 AM 10:57  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

PURSUANT to Chapter 48.001, Florida Statutes, the following is submitted in compliance with said Act:

THAT, MATSBY CORPORATION desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation in the City of Winter Park, County of Orange, State of Florida, has named as its Registered Agent Ladd H. Fasset, 14 E. Washington Street, Suite 500, Orlando, County of Orange, State of Florida, to accept service of process within this State.

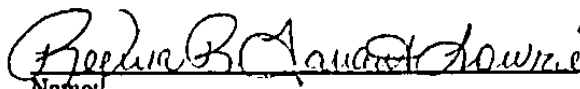
**ACKNOWLEDGMENT**

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

  
LADD H. FASSETT

SWORN TO AND SUBSCRIBED before me this 12th day of June, 1996 by LADD H. FASSETT, who is personally known to me and who did take an oath.



  
Name: \_\_\_\_\_  
Notary Public, State of Fla.  
Serial No. \_\_\_\_\_

My commission expires: