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PRESTIGE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 083325 4327512

AUTHORIZATION :

600001951806

-09/19/96--01063--016

****122.50 ****122.50

COST LIMIT : \$ PRPEAID

ORDER DATE : September 12, 1996

ORDER TIME : 11:52 AM

ORDER NO. : 083325

CUSTOMER NO: 4327512

CUSTOMER: Joseph Zaks, Esq
QUARLES & BRADY

Suite 300
4501 N. Tamiami Trail
Naples, FL 33940

File
Second 11

DOMESTIC FILING

NAME: R.G. FLETCHER ENTERPRISES,
INC.

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: Clint Fuhrman

EXAMINER'S INITIALS:

9/16/96

RECEIVED
SEP 12 1996

September 9, 1996

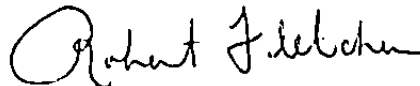
Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Use of Corporate Name

Dear Sir/Madam:

I have submitted Articles of Amendment changing the name of my corporation, R.G. Fletcher Enterprises, Inc. to R.G.F. Liquidating Corporation. I hereby authorize the use of the name "R.G. Fletcher Enterprises, Inc." by Robert J. Sorrentino, Incorporator of a new corporation desiring to use this name.

Respectfully,



Robert G. Fletcher

abm

ARTICLES OF INCORPORATION
OF
R.G. FLETCHER ENTERPRISES, INC.

STATE
RECORDS
JAN 12 1981

**ARTICLE I
NAME**

The name and address of this corporation is R.G. FLETCHER ENTERPRISES, INC.,
5995 Pine Ridge Road, Naples, Florida 34119.

**ARTICLE II
DURATION**

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statute Section 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

**ARTICLE III
PURPOSE**

This corporation is organized to engage in any and all purposes allowed a Florida corporation.

**ARTICLE IV
CAPITAL STOCK**

The corporation is authorized to issue two hundred thousand (200,000) shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss, to the extent allowed by Section 1244.

**ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 10621 Airport-Pulling Road North, Suite # 3, Naples, Florida 34109 and the name of the initial registered agent of this corporation at that address is Robert J. Sorrentino.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have five (5) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The names and addresses of the initial directors of this corporation are as follows:

Robert G. Fletcher
5995 Pine Ridge Road
Naples, Florida 34119

Ronald Eastman
4196 Corporate Square
Naples, Florida 34104

James J. Lorimer
7543 Pinque Drive
Worthington, Ohio 43085

David Mobley, Sr.
10621 Airport-Pulling Road, North
Suite # 3
Naples, Florida 34109

Robert J. Sorrentino
10621 Airport-Pulling Road, North
Suite # 3
Naples, Florida 34109

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these articles is: Robert J. Sorrentino, c/o Maricopa Asset Management, L.C., 10621 Airport Road, North, Naples, FL 34110.

**ARTICLE VIII
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX
SHAREHOLDER QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

**ARTICLE X
MAJORITY VOTE TO AMEND**

These Articles may be amended upon a majority vote of the shareholders.

**ARTICLE XI
MEETINGS**

Any meeting of shareholders may be held whether within or outside the State of Florida.

**ARTICLE XII
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

**ARTICLE XIII
NO REMOVAL OF DIRECTORS**

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

**ARTICLE XIV
INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the

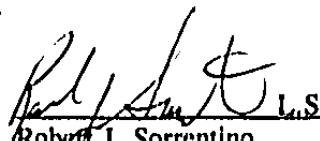
corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

ARTICLE XV AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 31 day of August, 1996.


Robert J. Sorrentino
Incorporator


66 SEP 19 11:06:21
NOTARY PUBLIC
STATE OF FLORIDA

STATE OF FLORIDA)
) ss:
COUNTY OF COLLIER)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Robert J. Sorrentino, who was not sworn and who is ☐ personally known to me or ☐ who presented a drivers license identifying him as the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 31 day of August, 1996.




Notary Public
My Commission Expires: July 6, 1998

I, Robert J. Sorrentino, agree to serve as resident agent and accept service for R.G. FLETCHER ENTERPRISES, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 31 day of August, 1996.


Robert J. Sorrentino