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CSC networks

PRENTICE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 106347 4323655

AUTHORIZATION :

Patricia Pizgu

COST LIMIT : \$ 70.00

ORDER DATE : October 2, 1996

ORDER TIME : 9:52 AM

ORDER NO. : 106347

300001962743

CUSTOMER NO: 4323655

CUSTOMER: Randolph J. Wolfe, Esq
ANNIS MITCHELL COCKEY EDWARDS
& ROEHN, P.A.
Suite 2100
One Tampa City Center
Tampa, FL 33602

DOMESTIC FILING

NAME: PARKER-GRAND VIEW, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Thelmon Washington

EXAMINER'S INITIALS:

FILED
96 OCT -2 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KR
10.2.96

ARTICLES OF INCORPORATION
OF
PARKER-GRAND VIEW, INC.

FILED
95 OCT -2 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: PARKER-GRAND VIEW, INC. The mailing and street address of the Corporation is: 6296 Corporate Court, Suite A101, Ft. Myers, Florida 33919.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

The Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) 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 direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as the Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of the Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation,

partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V
Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI
Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Stephen L. Kussner.

ARTICLE VII
Initial Board of Directors

This Corporation shall have three (3) 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 (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Jack Parker	6296 Corporate Court, Suite A101 Ft. Myers, Florida 33919
Walter Turken	6296 Corporate Court, Suite A101 Ft. Myers, Florida 33919
Adam Glick	6296 Corporate Court, Suite A101 Ft. Myers, Florida 33919

ARTICLE VIII
Incorporator

The name and address of the person signing these Articles are:

<u>Name</u>	<u>Address</u>
Stephen L. Kussner	201 N. Franklin Street Suite 2100 Tampa, Florida 33602

ARTICLE IX
Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X
Amendment

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

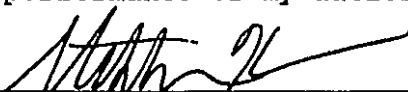
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 1st day of October, 1996.



Stephen L. Kussner

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, 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.



Stephen L. Kussner

Dated: October 1, 1996

1722-249-367726

FILED
96 OCT -2 PM 1:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TALLAHASSEE, FL 32301-2007

904-200-0000

904-200-0000

196000081538



ACCOUNT NO. : 072100000032

REFERENCE : 148932 4323655

AUTHORIZATION : *Patricia Pizito*

COST LIMIT : \$ 35.00

ORDER DATE : November 8, 1996

ORDER TIME : 10:17 AM

ORDER NO. : 148932-005

CUSTOMER NO: 4323655

000002000460--2

CUSTOMER: Randolph J. Wolfe, Esq
Annis Mitchell Cockey Edwards
Suite 2100
One Tampa City Center
Tampa, FL 33602

Amend

DOMESTIC AMENDMENT FILING

NAME: PARKER-GRAND VIEW, INC.

EFFECTIVE DATE:

☒ ARTICLES OF AMENDMENT
☐ RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

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

CONTACT PERSON: Kellie K. Beumer

EXAMINER'S INITIALS: *[Signature]*

W.P. Verityer

FILED
96 NOV -8 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

96 NOV -8 AM 11:33
DIVISION OF CORPORATION

ARTICLES OF AMENDMENT TO
THE ARTICLES OF INCORPORATION OF
PARKER-GRAND VIEW, INC.

FILED
96 NOV -8 PM 3:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

PARKER-GRAND VIEW, INC., a Florida corporation, organized and existing under the laws of the State of Florida, hereby certifies as follows:

Pursuant to unanimous written action of the shareholders and Directors of the Corporation, in lieu of a special meeting, the following resolutions were adopted on October 2, 1996, amending the Articles of Incorporation:

RESOLVED, that the Corporation amend Article I of its Articles of Incorporation to read as hereinafter set forth:

"ARTICLE I
Name and Address

The name of this Corporation is: PARKER-GRAND VIEW, INC. The mailing and street address of the Corporation is: 9400 Gladiolus Drive, Suite 250, Ft. Myers, Florida 33908."

RESOLVED FURTHER, that the Corporation amend Article VII of its Articles of Incorporation to read as hereinafter set forth:

"ARTICLE VII
Initial Board of Directors

This Corporation shall have three (3) 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 (1). The names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Jack Parker	9400 Gladiolus Drive Suite 250 Ft. Myers, Florida 33908
Walter Turken	9400 Gladiolus Drive Suite 250 Ft. Myers, Florida 33908

Adam Glick

9400 Gladiolus Drive
Suite 250
Ft. Myers, Florida 33908"

RESOLVED FURTHER, that the officers of the Corporation be and hereby are authorized and instructed to take such action as may be necessary to effectuate this resolution, including, but not limited to, executing and filing with the Secretary of State of the State of Florida, Articles of Amendment to Articles of Incorporation to reflect the foregoing resolution.

WHEREUPON, at Tampa, Florida, this 31st day of October, 1996, the Corporation hereby certifies accordingly, under its corporate seal and the hands of its President, so that, on the filing hereof, the Articles of Incorporation shall be deemed amended accordingly.

PARKER-GRAND VIEW, INC., a
Florida corporation

By: 
Walter D. Turken, President

1722-249-372970