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P96000082539

**CSC networks**

PRENTICE HALL  
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 110880 4372242

AUTHORIZATION :

COST LIMIT : \$ 122.50

*Patricia Pizutto*

ORDER DATE : October 7, 1996

ORDER TIME : 10:19 AM

ORDER NO. : 110880

CUSTOMER NO: 4372242

800001966178

CUSTOMER: Ms. Terri L. Pinardi  
MCWHIRTER REEVES MCGLOTHLIN  
DAVIDSON & BAKAS, P.A.  
Suite 2800  
100 North Tampa Street  
Tampa, FL 33602-5128

DOMESTIC FILING

NAME: DOW FINANCIAL, INC.

RESERVATION #R96000004405

☒ 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:

FILED  
96 OCT - 7 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
96 OCT - 7 AM 11:31  
DIVISION OF CORPORATION

96.10.01  
KE

**ARTICLES OF INCORPORATION  
OF  
DOW FINANCIAL, INC.**

FILED  
96 OCT -7 PM 12:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**Article I - Name**

The name of this Corporation shall be:

Dow Financial, Inc.

**Article II - Principal Office**

The principal office and mailing address for this Corporation shall be:

Dow Financial, Inc.  
8603 Adamo Drive  
Tampa, Florida 33619-3242

**Article III - Duration**

This corporation shall have perpetual existence.

**Article IV - Purpose**

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

**Article V - Capital Stock**

This Corporation is authorized to issue eighteen thousand, four hundred (18,400.00) shares at one dollar (\$1.00) par value, all of which shall be Common Shares. All Common Shares shall be identical with each other in every respect and the holders of Common Shares shall be entitled to one vote for each share on all matters on which shareholders have the right to vote.

**Article VI - Initial Registered Office and Agent**

The initial registered office of this corporation shall be located at 100 North Tampa Street, Suite 2800, Tampa, Florida 33602-5126, and the name of the initial registered agent of this corporation at such office shall be Stephen O. Decker. This corporation shall have the right to change such registered office and such registered agent from time to time, as provided by law.

**Article VII - Shareholders**

There shall be less than 100 Shareholders of this Corporation. The initial two Shareholders of this Corporation are:

<u>Name</u>	<u>Address</u>
Greg W. Buffington	c/o Dow Financial, Inc. 8603 Adamo Drive Tampa, Florida 33619-3242
John J. Yodzis	c/o Dow Financial, Inc. 8603 Adamo Drive Tampa, Florida 33619-3242

**Article VIII - Incorporator**

The name and street address of the incorporator making these Articles of Incorporation are:

<u>Name</u>	<u>Address</u>
Stephen O. Decker, Esquire	100 North Tampa Street Suite 2800 Tampa, FL 33602-5126

**Article IX - By-Laws**

(a) The power to adopt the by-laws of this corporation, to alter, amend or repeal the by-laws, or to adopt new by-laws, shall be vested in the Shareholders of this corporation; provided, however, that any by-law or amendment thereto as adopted by the Shareholders may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new by-law in lieu thereof may be adopted by the stockholders, and the stockholders may prescribe in any by-law made by them that such by-law shall not be altered, amended or repealed by the Shareholders.

(b) The by-laws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or the United States.

**Article X - Amendment of Articles of Incorporation**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the shareholders herein are subject to this reservation.

**Article XI - Management of the Corporation**

The Shareholders of this corporation agree to dispense with a Board of Directors. Management of this corporation shall be by the Shareholders. This Article XI can be amended in the manner provided by Article X of these Articles of Incorporation to later provide for a board of directors.

**Article XII - Indemnification**

The corporation shall indemnify its shareholders, directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation for the uses and purposes therein stated this 4<sup>th</sup>, day of October, 1996.

  
STEPHEN O. DECKER, ESQUIRE  
As Incorporator

**DOW FINANCIAL, INC.**

**ACCEPTANCE OF SERVICE AS REGISTERED AGENT**

The undersigned, STEPHEN O. DECKER, having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of Section 607.0505, Florida Statutes.

By:

  
STEPHEN O. DECKER, ESQUIRE  
As Registered Agent

Dow/Other/AOI

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96 OCT -7 PM 12:16  
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TALLAHASSEE, FLORIDA