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PRESTATE HALL
LEGAL & FINANCIAL SERVICES

ACCOUNT NO. : 072100000032

REFERENCE : 150324 9725B

AUTHORIZATION : *Patricia Pyjute*

COST LIMIT : \$ 122.50

ORDER DATE : November 11, 1996

ORDER TIME : 9:30 AM

ORDER NO. : 150324-005

CUSTOMER NO: 9725B

CUSTOMER: Ms. Kristi Lyons
ROETZEL & ANDRESS

600002001466--2

Third Floor
850 Park Shore Drive
Naples, FL 33940

DOMESTIC FILING

NAME: THE V GROUP OF FLORIDA, 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: Cindy Helentjaris

EXAMINER'S INITIALS:

11-12-96
KR

FILED
56 NOV 12 PM 2:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
THE V GROUP OF FLORIDA, INC.,
a Florida corporation

FILED
2006 NOV 13 PM 3:23

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

ARTICLE I

The name of the Corporation is The V Group of Florida, Inc.

ARTICLE II

The duration of the Corporation is perpetual commencing upon the filing of these Articles of Incorporation with the Secretary of the State of Florida.

ARTICLE III

The general purposes for which the Corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.
2. To do such other things as are incidental to the foregoing or necessary or desirable to accomplish the foregoing.

ARTICLE IV

The Corporation is authorized to issue Seven Hundred and Fifty (750) shares in the aggregate, which shares shall be of a single class of common stock and shall have a par value of One Dollar (\$1.00) per share.

ARTICLE V

The street address of the initial registered office of the Corporation is Roetzel & Andress, A Legal Professional Association, 850 Park Shore Drive, Trianon Centre, Third Floor, Naples, Florida 34103 and the name of its initial Registered Agent at such address is Kenneth B. Cuyler, Esquire. The principal office of the corporation is located at 5150 Tamiami Trail North, Suite 303, Naples, Florida 34103.

ARTICLE VI

The Corporation shall have at least Six (6) Directors. The initial Board of Directors of the Corporation shall be comprised of Six (6) Directors whose names and addresses are:

Paul V. Volnovich
1877 Cottesworth Lane
Gates Mills, Ohio 44040

Clark V. Miller
1423 Richmond Road
Lyndhurst, Ohio 44124

Thomas G. Woods
3778 W. Surrey Court
Rocky River, Ohio 44116

Harry D. Keagler
8890 Fox Hill Drive
Kirtland, Ohio 44094

Frank J. Fela
4563 Dow Lane
Peninsula, Ohio 44264

V. Michael Raig
4210 Clague Road
North Olmsted, Ohio 44070

ARTICLE VII

The name and address of the incorporator is:

Paul V. Volnovich
2450 Prospect Avenue
Cleveland, Ohio 44115

ARTICLE VIII

These Articles of Incorporation may be amended by the assent of fifty-one percent (51%) of the shareholders of the Corporation.

ARTICLE IX

The powers of the Corporation shall be as follows:

1. To engage in any activity or business authorized under the Florida General Corporation Act or Florida Statutes, including but not limited to, construction management, engineering, architectural and design services.
2. In general, to carry on any and all incidental business, to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things herein set forth to the same extent as a natural person might or could do.
3. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or of any domestic or foreign state, government, or governmental authority, or of any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, or rescind any of such contracts.

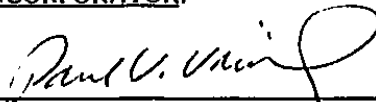
4. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers or purposes herein set forth, either alone or in association with others, incidental or pertaining to, or going out of, or connected with its business or purposes or powers, provided the same shall not be inconsistent with the laws of the State of Florida.
5. To indemnify any officer or director, or any former officer or director in the manner set out and provided for pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.
6. To do all acts necessary or reasonable to effectuate the provisions of the Bylaws of this Corporation.

ARTICLE X

The Corporation may be dissolved with the assent of not less than fifty-one percent (51%) of the shareholders.


IN WITNESS WHEREOF, for the purpose of forming this Corporation under the laws of the State of Florida, the undersigned, constituting the sole incorporator of this Corporation, has executed these Articles of Incorporation this 6th day of November, 1996.

INCORPORATOR:


Paul V. Voinovich

STATE OF OHIO)
)SS:
COUNTY OF Cuyahoga)

The foregoing instrument was acknowledged before me this 6th day of November, 1996, by Paul V. Voinovich, who (X) is personally known to me, or who (X) has produced drivers license as identification.


NOTARY PUBLIC
Name: Lucille A. Lieblein
My Commission Expires: March 5, 2001

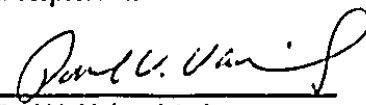
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 607.0501, Florida Statutes, the following is submitted:

That The V Group of Florida, Inc., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Naples, State of Florida, has named Kenneth B. Cuyler, Esquire, as its agent to accept service of process within Florida.

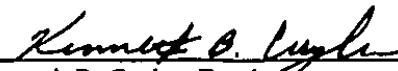
THE V GROUP OF FLORIDA, INC.,
a Florida corporation

By:


Paul V. Voinovich, Incorporator

Date: November 6, 1996

Having been named to accept service of process for the above-stated corporation, at the place designated in this Certificate, 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.


Kenneth B. Cuyler, Esquire

Date: November 8, 1996