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CT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

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-12/03/96--01091--028  
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Atlantic Hampshire, Inc.

☒ Profit - Articles

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Limited Partnership

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## ARTICLES OF INCORPORATION

OF

ATLANTIC HAMPSHIRE, INC.

I, the undersigned natural person of the age of eighteen (18) years or more, acting as an incorporator of a corporation (the "Corporation") under the Florida Business Corporations Act (the "Act"), adopt the following Articles of Incorporation for the Corporation.

### ARTICLE ONE NAME

The name of the Corporation is ATLANTIC HAMPSHIRE, INC.

### ARTICLE TWO DURATION

The period of the duration of the Corporation is perpetual.

### ARTICLE THREE PURPOSES

The purpose for which the Corporation is organized is to transact any and all lawful business for which corporations may be incorporated under the Act.

### ARTICLE FOUR CAPITAL STOCK

**Section 4.1. Authorized Shares.** The aggregate number of shares which the Corporation shall have authority to issue is One Hundred Thousand (100,000) shares of common stock of the par value of Ten Cents (\$0.10) each.

**Section 4.2. Cumulative Voting Denied.** No Stockholder shall have the right to cumulate his votes for the election of directors, but each share shall be entitled to one vote in the election of each director.

**Section 4.3. Denial of Preemptive Rights.** No stockholder shall be entitled as a matter of right to subscribe for, purchase or receive any shares of the stock or any rights or options of the Corporation which it may issue or sell, whether out of the number of shares authorized by these Articles of Incorporation or by amendment thereof or out of the shares of the stock of the Corporation acquired by it after the issuance thereof, nor shall any stockholder be entitled as a matter of right to subscribe for, purchase or receive any bonds, debentures or other securities which the Corporation may issue or sell that shall be convertible into or exchangeable for stock or to which shall be attached or appertain to any warrant or warrants or other instrument or

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instruments that shall confer upon the holder or owner of such obligation the right to subscribe for, purchase or receive from the Corporation any shares of its capital stock; but all such additional issues of stock, rights and options, or of bonds, debentures or other securities convertible into or exchangeable for stock, or to which warrants shall be attached or appertain or which shall confer upon the holder the rights to subscribe for, purchase or receive any shares of stock, may be issued and disposed of by the Board of Directors to such persons, firms, or corporations as in their absolute discretion they may deem advisable. The acceptance of stock in the Corporation shall be a waiver of any preemptive or preferential right which in the absence of this provision might otherwise be asserted by stockholders of the Corporation or any one of them.

**Section 4.4. Quorum Requirement for Meeting of Stockholders.** A quorum shall be present at a meeting of stockholders only if the holders of a majority of the shares entitled to vote are represented at the meeting in person or by proxy.

#### **ARTICLE FIVE INITIAL REGISTERED OFFICE AND AGENT**

The post office address of the initial registered office of the Corporation is 1200 South Pine Island Road, Plantation, Florida 33324, and the name of the initial registered agent of the Corporation, at such address, is CT CORPORATION SYSTEM.

#### **ARTICLE SIX PRINCIPAL OFFICE**

The principal office address of the Corporation shall be 18275 A1A, Jupiter, Florida 33477.

#### **ARTICLE SEVEN DATA RESPECTING DIRECTORS**

**Section 7.1. Board of Directors.** The number of directors shall from time to time be fixed by the Bylaws of the Corporation. The number of directors constituting the initial Board of Directors is one (1) who need not be a resident of the State of Florida or a stockholder of the Corporation.

**Section 7.2. Name and Address.** The name and address of the person who is elected to serve as director until the first annual meeting of the stockholders, or until his successor shall have been elected and qualified, is:

<b>Name</b>	<b>Address</b>
RUPERT DE LAS CASSAS	c/o 711 Navarro, 6th Floor San Antonio, Texas 78205

**Section 7.3. Increase or Decrease of Directors.** The number of directors may be increased or decreased from time to time by amendment to the Bylaws; but no decrease shall have the effect of shortening the term of any incumbent director. In the absence of a Bylaw fixing the number of directors, the number shall be one (1).

## **ARTICLE EIGHT TRANSACTIONS WITH THE CORPORATION**

Any contract or other transaction between the Corporation and one or more of its directors, or between the Corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the Corporation and any corporation or association of which one or more of its directors are stockholders, members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or otherwise known to the Board of Directors and the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction, the interested director or directors to be counted in determining whether a quorum is present and to be entitled to vote on such authorization or ratification; and no director shall be liable to account to the Corporation for any profits realized by or from or through any such contract or other transaction by reason of interest therein when such contract or other transaction has been authorized or ratified in accordance with the foregoing. This Article Eight shall not be construed to invalidate any contract or transaction which would otherwise be valid in the absence of this provision.

## **ARTICLE NINE LIABILITY**

A director of the Corporation is not liable to the Corporation or its stockholders or members for monetary damages for an act or omission in the director's capacity as a director, except that this shall not be construed to eliminate or limit the liability of a director for:

- (a) A breach of the director's duty of loyalty to the Corporation or its stockholders or members;
- (b) An act or omission not in good faith that constitutes a breach of duty of the director to the corporation or an act or omission that involves intentional misconduct or a knowing violation of the law;
- (c) A transaction from which the director received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the director's office; or
- (d) An act or omission for which the liability of a director is expressly provided for by an applicable statute.

**ARTICLE TEN  
INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify its directors and officers to the fullest extent permitted by the Florida Business Corporations Act, now or as hereafter amended, or any other applicable laws as may from time to time be in effect. In addition, the Corporation shall pay expenses incurred by such persons in defending a civil or criminal action, suit or proceeding in advance of the final disposition of such action, suit or proceeding, where the requirements imposed by the Florida Business Corporations Act, now or as hereafter amended, are met. The Corporation's obligation to indemnify and to prepay expenses under this Article Ten shall arise, and all rights granted to the directors and officers hereunder, shall vest, at the time of the occurrence of the transaction or event to which such action, suit or proceeding relates, or at the time that the action or conduct to which such action, suit or proceeding relates was first taken or engaged in (or omitted to be taken or engaged in), regardless of when such action, suit or proceeding is first threatened, commenced or completed. Notwithstanding any other provision of these Articles of Incorporation of the Corporation, no action taken by the Corporation, either by amendment of the Articles of Incorporation of the Corporation or otherwise, shall diminish or adversely affect any rights to indemnification or prepayment of expenses granted under this Article Ten which shall have become vested as aforesaid prior to the date that such amendment or other corporate action is taken. Further, if any provision of this Article Ten shall be held to be invalid or unenforceable, the validity and enforceability of the remaining provisions shall not in any way be affected or impaired.

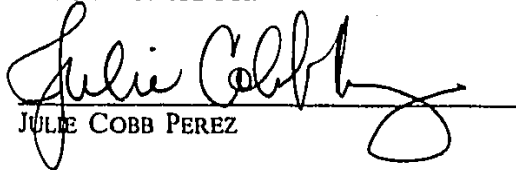
**ARTICLE ELEVEN  
DATA RESPECTING INCORPORATOR**

The name and address of the incorporator of the Corporation is:

JULIE COBB PEREZ  
Oppenheimer, Blend, Harrison & Tate, Inc.  
711 Navarro, Sixth Floor  
San Antonio, Texas 78205

IN WITNESS WHEREOF, I have hereunto set my hand this 2nd day of December, 1996.

**INCORPORATOR:**

  
JULIE COBB PEREZ

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TALLAHASSEE STATE  
FALLS, FLORIDA

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: C T CORPORATION SYSTEM IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

C T CORPORATION SYSTEM

DATED December 3, 19 94.

BY Connie Bryan  
CONNIE BRYAN  
SPECIAL ASSISTANT SECRETARY  
(TYPE NAME OF OFFICER)

\_\_\_\_\_  
(TITLE OF OFFICER)

(FLA - 1999)

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