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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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T.T. Upland, Inc.

☒ Profit Acts of Inc.

☐ NonProfit

☐ Limited Liability Co.

☐ Foreign

☐ Amendment

☐ Merger

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

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☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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97 JAN 23 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATIONS  
97 JAN 23 AM 11:21

FILED

CR2E031 (1-89)

**ARTICLES OF INCORPORATION  
OF  
T.T. UPLAND, INC.**

**FILED**  
97 JAN 23 PM 12:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation shall be **T.T. UPLAND, INC.** and the principal office of this corporation shall be **One Park Place, 621 Northwest 53rd Street, Suite 450, Boca Raton, Florida 33487** and the mailing address shall be the same.

**ARTICLE II. NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is **One Thousand (1,000) shares of common stock** having **One (\$1.00) Dollar** par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be **One Park Place, 621 Northwest 53rd Street, Suite 450, Boca Raton, Florida 33487**, and the name of the initial registered agent of the corporation at that address is **Neesa B. Warlen**.

#### **ARTICLE V. TERM OF EXISTENCE**

This corporation is to exist perpetually.

#### **ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two (2) Directors, initially. The number of Directors may be either increased or decreased from time to time by amendment of the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1). The names and street addresses of the initial members of the Board of Directors are:

MICHAEL WEISSMAN  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

RICHARD S. WEISSMAN  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

#### **ARTICLE VII. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Neesa Warlen  
One Park Place  
621 Northwest 53rd Street  
Suite 450  
Boca Raton, Florida 33487

#### **ARTICLE VIII. BYLAW AMENDMENT**

The power to adopt, alter, amend or repeal the Bylaws of this corporation shall be vested in the Board of Directors and the Shareholders.

#### **ARTICLE IX. INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of this corporation, pursuant to the provisions of Section 607.014 of the Florida Statutes, as amended.

#### **ARTICLE X. INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the Board of Directors.

#### **ARTICLE XI. AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall vest in the Stockholders and Directors, in the manner produced by the Florida Statutes.

#### **ARTICLE XII. PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation, stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-

emptive rights. The right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

IN WITNESS WHEREOF, the undersigned agent of T.T. UPLAND, INC., has hereunto set her hand and seal this 21 day of January, 1997.

T.T. UPLAND, INC.

By: Neesa B. Warlen  
Neesa B. Warlen, Its Agent

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

**FILED**

97 JAN 23 PM 12:46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named as Registered Agent to accept Service of Process for T.T. UPLAND, INC., at the place designated in this Certificate, I hereby accept the appointment as Registered Agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and timely performance of my duties and I am familiar with and accept the duties and responsibilities as Registered Agent for said corporation.

Dated: January 24, 1997

By: Neesa B. Warlen  
Neesa B. Warlen, Its Agent