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**SIESKY, PILON & WOOD**

a partnership of professional associations

ATTORNEYS AT LAW

JAMES A. PILON, P.A.  
Board Certified Real Estate Attorney  
JAMES H. SIESKY, P.A.  
DOUGLAS A. WOOD, P.A.

March 11, 1997

SUITE 201, THE FAIRWAY BUILDING  
1000 TAMiami TRAIL NORTH  
NAPLES, FLORIDA 34102

FILED  
97 MAR 17 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

RE: SGBP Corporation

Ladies:

Enclosed please find the Articles of Incorporation for the referenced corporation, together with a check in the amount of \$78.50 for the filing fee.

Please forward the charter to this office. Thank you for your assistance in this matter.

Sincerely yours,

SIESKY, PILON & WOOD

*James A. Pilon*  
James A. Pilon

JAP:lsm  
Enclosure(s)

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-03/18/97--01043--006  
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*JK*  
*3/21/97*

ARTICLES OF INCORPORATION  
OF  
SGBP CORPORATION

FILED  
97 MAR 17 PM 1:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

ARTICLE I

CORPORATE NAME

The name of the corporation shall be:

SGBP CORPORATION

ARTICLE II

DURATION

This corporation shall have perpetual existence, commencing on the date of filing of these Articles.

ARTICLE III

INITIAL PRINCIPAL OFFICE

The initial principal office of this corporation shall be located at Suite 201, 1000 Ninth Street North, Naples, Florida 34102.

#### ARTICLE IV

##### PURPOSE

The corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE V

##### CAPITAL STOCK

The corporation is authorized to issue 1,000.00 shares of \$1.00 par value common stock, which shall be designated "common shares". The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and regulations issued thereunder. Such actions as are necessary will be taken by the officers of this corporation to accomplish this compliance. This corporation is being capitalized and its stock is being issued to comply with the aforementioned section of the Internal Revenue Code.

#### ARTICLE VI

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

## ARTICLE VII

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 1000 Ninth Street North, Suite 201, Naples, Florida 34102, and the name of the initial registered agent of the corporation at that address is James A. Pilon. The officers may from time to time select and so communicate by appropriate notice to the Department of State, another registered office or registered agent or both.

## ARTICLE VIII

### INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the shareholders, but shall never be less than one (1). The name and street address of the initial director are:

James A. Pilon, 1000 Ninth Street North, Suite 201, Naples, Florida 34102

## ARTICLE IX

### INCORPORATOR

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

James A. Pilon, 1000 Ninth Street North, Suite 201, Naples, Florida 34102

## ARTICLE X

### BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

ARTICLE XI

AMENDMENT

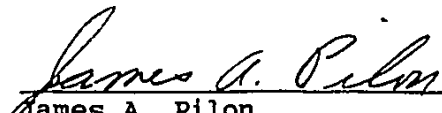
This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders, except the Preemptive Rights created in Article VI, is subject to this reservation.

ARTICLE XII

S ELECTION

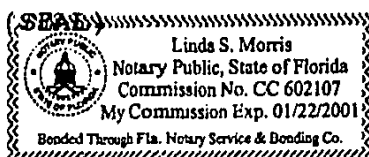
The Corporation elects to be taxed as a "small business corporation" for income tax purposes under the provisions of Section 1372, Internal Revenue Code, and the proper officers of the corporation are authorized and directed to evidence such election by completing and filing Form 2553 of the United States Treasury Department, Internal Revenue Service.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on this 11th day of March, 1997.

  
James A. Pilon  
Incorporator

STATE OF FLORIDA  
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 11 day of March, 1997, by James A. Pilon, who is personally known to me and who did not take an oath.



  
NOTARY PUBLIC  
My Commission Expires:  
Commission No:

LINDA S MORRIS  
Typed or Printed Name of Notary

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
STATE, NAMING AGENT UPON WHICH PROCESS MAY BE SERVED

FILED

97 MAR 17 PM 1:15

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is  
submitted, in compliance with said Act:

THAT, SGBP Corporation, desiring to organize under the laws of  
the State of Florida with its principal office, as indicated in the  
Articles of Incorporation in the City of Naples, County of Collier,  
State of Florida, has named James A. Pilon located at City of  
Naples, County of Collier, State of Florida, as its agent to accept  
service of process within this state.

ACKNOWLEDGMENT

Having been named to accept service of process of the above  
stated corporation, at place designated in this certificate, I  
hereby accept to act in this capacity, and agree to comply with the  
provisions of said Act relative to keeping open said office.

By: James A. Pilon  
James A. Pilon