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MICHAEL A. BAVIELLO, JR., P.A.  
ATTORNEY AT LAW

March 31, 1997

VIA EXPRESS MAIL

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

RE: S & S AMERICAN HOLDINGS, INC.

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-04/01/97--01087--022  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

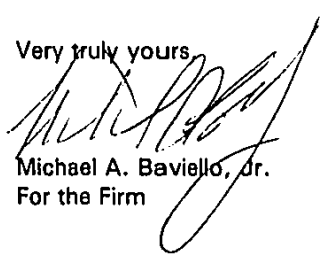
Enclosed please find the original and one copy of the Articles of Incorporation for the above corporation. We have also enclosed our check in the amount of \$122.50 covering the following costs:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Registered Agent	\$ <u>35.00</u>
Total	\$ <u>122.50</u>

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to this office.

Thank you for your immediate assistance. If you have any questions, please do not hesitate in contacting us.

Very truly yours

  
Michael A. Baviello, Jr.  
For the Firm

MAB/

Enclosure

97-62115&SAH,INC\CORP.DOC\CO10003.297

EFFECTIVE DATE

3 31 97

APPROVED  
AND  
FILED  
97 APR -1 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
S & S AMERICAN HOLDINGS, INC.**

APPROVED  
AND  
FILED  
97 APR -1 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, adopt the following Articles of Incorporation:

EFFECTIVE DATE  
3-31-97

**ARTICLE 1. NAME AND ADDRESS.**

The name of the Corporation is **S & S AMERICAN HOLDINGS, INC.**. The principal office and mailing address of the Corporation shall be c/o Michael A. Baviello, Jr., P.A., 1025 Fifth Avenue North, Naples, Florida 34102.

**ARTICLE 2. DURATION.**

The duration of the Corporation is perpetual.

**ARTICLE 3. PURPOSE.**

The general purposes for which the Corporation is organized are the following:

- A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act (Chapter 607 of the Florida Statutes). No other purpose limits this general purpose in any way.
- B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.
- C. To acquire, invest in, hold, distribute, hypothecate and sell interests in other partnerships and corporate business enterprises, and to exercise all of the powers of an interest holder under the terms of such entities' articles of incorporation and bylaws.

D. To operate, manage, improve, repair, rent, lease, own, acquire, sell, assign, mortgage, hypothecate, and otherwise deal in real property and its appurtenances and fixtures and to deal in direct interests, partnership interest, shareholder interests and joint venture interests which represent shares in such property and to build or contract for the building of buildings and other structures on such property.

#### ARTICLE 4. COMMENCEMENT OF CORPORATE EXISTENCE

According to § 607.0203, Florida Statutes, corporate existence shall commence the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon the filing by the Department of State. In either case, the Corporation shall have perpetual existence, unless dissolved according to law.

#### ARTICLE 5. AUTHORIZED SHARES

1. The Corporation is authorized to issue one class of shares, which shall be called common shares. The maximum number of shares, that the Corporation is authorized to have outstanding at any one time, is Ten Thousand (10,000) shares having a par value of \$1.00 per share. The Board of Directors shall issue common shares for at least par value, or any amount in excess of par value which the Board of Directors deems proper.

2. A shareholder shall be entitled to one (1) vote per common share on each matter submitted to a vote at a shareholders' meeting. In the event of a dissolution of the Corporation, a shareholder shall be entitled to receive his or her proportionate share of the net assets of the Corporation based on a ratio of the shareholder's number of common shares to the total number of issued and outstanding common shares.

3. No shareholder of the Corporation shall enter into a voting trust or any other type of agreement vesting another person with the authority to exercise the voting power of any or all of his or her shares.

#### ARTICLE 5. INITIAL REGISTERED OFFICE AND AGENT.

The street address of the initial Registered Office of the Corporation is **1025 Fifth Avenue North, Naples, Florida 34102**, and the name of its initial Registered Agent at that address is **MICHAEL A. BAVIELLO, JR., ESQUIRE**. The Board of Directors may, at any time, change either the registered office to any other address in Florida or the registered agent.

#### ARTICLE 6. DIRECTORS

The Corporation shall be managed by a Board of Directors of at least one (1) Director. No individual shall serve as a Director of the Corporation unless the individual is a shareholder of the Corporation. The Directors shall be elected by the shareholders of the Corporation. No Director shall receive compensation for the performance of the duties of Director.

#### ARTICLE 7. INITIAL BOARD OF DIRECTORS.

The number of Directors constituting the initial Board of Directors is one. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The name and address of each initial Director of the Corporation is as follows:

**MICHAEL A. BAVIELLO, JR.**  
**1025 Fifth Avenue North**  
**Naples, Fl. 34102**

#### ARTICLE 8. OFFICERS

The Corporation shall have a President, Vice President, Secretary and Treasurer. In addition, the Corporation may have additional and assistant officers. Any two or more offices

may be held by the same person.

Moreover, the Board of Directors shall establish and set the salaries of all officers of the Corporation.

#### ARTICLE 9. BYLAWS

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

#### ARTICLE 10. QUORUM REQUIREMENTS

A quorum requirement at a shareholders' meeting shall consist of a majority of the shares entitled to vote represented in person. If a quorum is present, then an affirmative vote by a majority of the shares represented at the meeting and entitled to vote on the subject matter shall be an act of the shareholders of the Corporation.

#### ARTICLE 11. INCORPORATORS

The name and address of each Incorporator is as follows:

**MICHAEL A. BAVIELLO, JR.**  
**1025 Fifth Avenue North**  
**Naples, Fl. 34102**

#### ARTICLE 12. RESTRAINT ON ALIENATION

1. The shareholders shall have the power to include any regulatory or restrictive provisions in the Bylaws that governs the proposed sale, transfer, or any other disposition of outstanding shares of the Corporation by a shareholder or in the event of the death of a

shareholder.

2. The shareholders shall determine the manner and form, as well as the relevant terms and conditions, of any regulation or restriction; provided however, the regulation or restriction shall not affect any third party's rights without actual notice unless the regulation or restriction is plainly written on the certificate evidencing ownership of the shares.

3. As a condition precedent to any sale or transfer of the shares of the Corporation, a special shareholders' meeting must be called and the shareholder(s) of the Corporation must first approve the sale or transfer of shares.

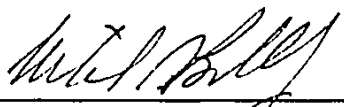
#### ARTICLE 13. AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

#### ARTICLE 14. INDEMNIFICATION

The Corporation shall indemnify each Officer, Director, including former Officers and Directors, as well as shareholders of the Corporation, to the full extent permitted by law, including but not limited to § 607.0850, Florida Statutes, or any successor statute.

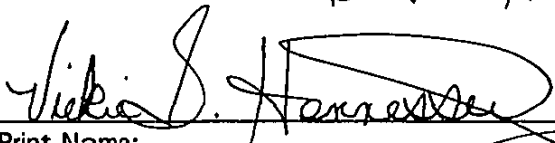
IN WITNESS WHEREOF, the undersigned have signed these Articles of Incorporation on this 31<sup>st</sup> day of March, 1997.

  
\_\_\_\_\_  
MICHAEL A. BAVIELLO, JR.

STATE OF FLORIDA  
COUNTY OF COLLIER

Before me personally appeared **MICHAEL A. BAVIELLO, JR.**, to me well known and known to me to be the persons described in and who executed the foregoing Articles of Incorporation and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

WITNESS my hand and official seal this 31<sup>st</sup> day of March, 1997.

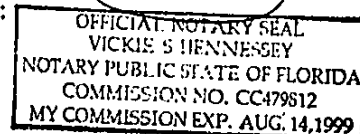


Print Name:

NOTARY PUBLIC, State of Florida at Large

My Commission number is:

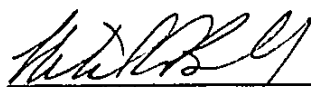
My Commission expires:



**ACCEPTANCE BY DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Date: March 31<sup>st</sup>, 1997.



MICHAEL A. BAVIELLO, JR.  
as Registered Agent