

TRANSMITTAL LETTER

P97000062494

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

SUBJECT: EX LIBRIS, INC.
(Proposed corporate name - must include suffix)

100002240971--7
-07/18/97--01009--010
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RICHARD H. KEELOE
Name (Printed or typed)

2501 BRICKELL AVE #903
Address

MIAMI, FL 33129-2460
City, State & Zip

(305) 243-9176
Daytime Telephone number

SECRET
TALLAHASSEE, FLORIDA

97 JUL 18 PM 1:47

FILED

NOTE: Please provide the original and one copy of the articles.

Don
7/18/97

ARTICLES OF INCORPORATION OF EX LIBRIS, INC.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 1 NAME

The name of this Corporation is Ex Libris, Inc.

ARTICLE 2 PURPOSE

This Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be organized under the laws of the United States and the Florida General Corporation Act, except a commercial banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone, or cemetery company, a building and loan association, mutual fire and insurance association, cooperative association, fraternal benefit society, state fair or exposition, unless prior regulatory approval is obtained, and to engage in any business or transaction deemed necessary, convenient or incidental to carrying out any of such business within or without the United States.

ARTICLE 3 CAPITAL STOCK

This Corporation is authorized to issue 10,000 shares of no par value common stock. The Board of Directors may authorize the issuance of such stock to such persons upon such terms and for such consideration in cash, property or services as the Board of Directors may determine and as may be allowed by law. The just valuation of such property or services shall be fixed by the Board of Directors. All of such stock when issued shall be fully paid and exempt from assessment. This Corporation may not issue more than one class of stock.

ARTICLE 4 NO PREEMPTIVE RIGHTS

Except as to such agreements as the shareholders may execute, no Shareholder of this Corporation shall, because of his or her ownership of stock have any preemptive or other right to purchase, subscribe for or take any part, pro rata or otherwise, of any securities, equity, debt or otherwise, or options, rights or warrants to purchase any such securities issued

or sold by this Corporation, whether for cash or for property, whether now or hereafter authorized.

**ARTICLE 5
PRINCIPAL OFFICE, MAILING ADDRESS
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The street address and mailing address of the principal office of the Corporation is:

2501 Brickell Avenue, Suite 903
Miami, FL 33129-2460

The street address and mailing address of the initial registered office and the Registered Agent of this Corporation is:

2501 Brickell Avenue, Suite 903
Miami, FL 33129-2460

and the name of the initial registered agent of this Corporation at such address is:

Richard H. Keelor

**ARTICLE 6
INCORPORATOR**

The name and address of the initial incorporator of this Corporation is as follows:

Richard H. Keelor
2501 Brickell Avenue, Suite 903
Miami, FL 33129-2460

**ARTICLE 7
BOARD OF DIRECTORS**

The number of directors may be either increased or decreased from time to time as provided in the Bylaws but shall never be less than one. Each duly elected Director shall be a director of the Corporation until the successor of each is elected, and has qualified in accordance with the applicable laws of the United States and the State of Florida

**ARTICLE 8
EXECUTIVE OFFICERS**

The executive officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such other officers as the board of directors may appoint. A duly appointed executive officer may appoint one or more officers or assistant officers if authorized by the board of directors. The same individual may simultaneously hold more than one office in the corporation.

Each executive officer shall have the authority and shall perform the duties set forth in these bylaws and, to the extent consistent with these bylaws, shall have such other duties and powers as may be determined by the board of directors or by direction of any officer authorized by the board of directors to prescribe the duties of other officers.

**ARTICLE 9
POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act, including specifically the power to make loans or advances to, to purchase any stock, other securities or evidence of indebtedness or make any investment or acquire any interest whatsoever in, or to be a promoter, incorporator, general partner, limited partner, member, associate or manager of any other person, corporation, association, partnership, limited partnership, joint venture, trust or other enterprise; to become an accommodation obligor, maker, guarantor, and mortgagor, with or without consideration, in connection with the obligations and indebtedness, both past and future, of any other person, corporation, association, partnership or limited partnership, even though such obligations and indebtedness are not related to or do not tend to promote this Corporation's business; and to endorse, guarantee and secure, with or without consideration to this Corporation, the payment of the obligations and indebtedness, both past and future, of any other persons, corporations, associations, and partnerships and for these purposes to execute and deliver with or without consideration, such promissory notes, guarantees, mortgages, chattel mortgages, assignments, or other instruments as it may deem advisable.

**ARTICLE 10
DIRECTOR CONFLICTS OF INTEREST**

No contract or other transaction between this Corporation and one or more of its directors, or between this Corporation and any other corporation, firm, association or other entity in which one or more of the directors are directors or officers, or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee

thereof which authorizes, approves or ratifies such contract or transaction or because his or her votes are counted for such purpose, if:

The fact that such relationship or interest is disclosed or known to the Board of Directors, or a duly empowered committee thereof, which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for such purpose without counting the vote or votes of such interested director or directors; or

The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, committee or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE 11 INDEMNIFICATION

Any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether or not brought by or in the right of the Corporation, brought to impose any liability or penalty on such person for any act or acts alleged to have been committed (including alleged omissions or failures to act) by such person in his or her capacity as director, officer, employee, or agent of the Corporation, or of any other corporation, partnership, joint venture, trust, or other enterprise which he or she served as such at the request of the Corporation, shall be indemnified by the Corporation, unless the conduct of such person is finally adjudged to have been grossly negligent or to constitute willful misconduct, against judgments, fines, reasonable amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action, suit, or proceeding, including any appeal thereof. The Corporation shall pay such expenses, including attorney's fees, in advance of the final disposition of any such action, suit or proceeding upon receipt of an undertaking satisfactory to the Board of Directors by or on behalf of such person to repay such amount, unless it shall ultimately be determined that he or she is entitled to indemnification by the Corporation for such expense. Indemnification hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such person. The Board of Directors may authorize the purchase and maintenance of insurance on behalf of any person who is or was a director, officer, employee, or agent of another corporation, partnership, limited partnership, joint venture, trust, or other enterprise against liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status

as such, whether or not the Corporation would have the power to indemnify him or her against such liability hereunder.

**ARTICLE 12
FISCAL YEAR**

The fiscal year of this Corporation shall be based on the calendar year, ending on the 31st day of December of each year.

**ARTICLE 13
S CORPORATION**

This Corporation shall not be a member of an affiliated group and can elect S Corporation treatment at the direction of shareholders representing a majority of the Corporation's common stock outstanding at the time of such direction. This Corporation shall not own 80 percent or more of the stock of another Corporation (i.e., a subsidiary), such stock ownership shall be excused for any period during which the subsidiary has not begun business and does not have gross income. (Capital contributions are not considered to be gross income.)

This Corporation may have no more than 35 shareholders. For purposes of this limitation, a husband and wife (and their estates) are counted as a single shareholder without regard to the manner in which they hold their shares. Except as indicated in the paragraph immediately below, the shareholders must all be individuals (or estates), and no shareholder may be a nonresident alien. The bankruptcy estate of an individual shareholder may consent to an S Corporation election.

Eligible shareholders of this Corporation include a grantor trust (the grantor, who must be a U.S. citizen or resident, is regarded as the shareholder), a voting trust (each beneficiary is treated as a shareholder), and any testamentary trust that receives this Corporation's stock (but only for a 60-day period beginning with the day the stock is transferred under the will). A grantor trust may remain an eligible shareholder for the 60-day period beginning on the day of the grantor's death or, if the entire trust corpus is included in the gross estate of the grantor, for a period of two years. A special type of trust, called a qualified subchapter S trust (QSST), may also be a shareholder.

A qualified subchapter S trust is eligible to become a shareholder of this Corporation if the individual beneficiary of the trust, or his or her legal representative, elects to be treated as the owner of the trust for purposes of Internal Revenue Code Section 678.

Any transfer of stock in this Corporation to an ineligible shareholder, as defined in this Article 13, shall be null and void.

This Corporation may not have more than one class of stock issued and outstanding. The outstanding shares must be identical as to the rights of the holders in the profits and in the assets of this Corporation, but differences in voting rights among shares of common stock shall be permitted. Furthermore, an instrument that is straight debt shall not be considered to be a second class of stock for purposes of this subparagraph.

ARTICLE 14
DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 14th day of July, 1997.



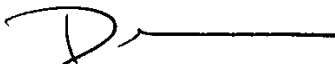
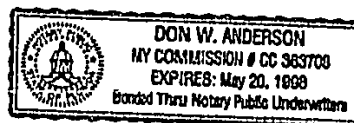
Richard H. Keelor
Incorporator

STATE OF FLORIDA

COUNTY OF DADE

The foregoing instrument was acknowledged before me by Richard H. Keelor, known personally to me, this 14th day of July, 1997.

SEAL

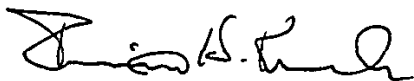


Notary Public

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for Ex Libris, Inc., 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 complete performance of my duties, and I am familiar with and accept the obligations of my position as Registered Agent.

Dated this 14th day of July, 1997

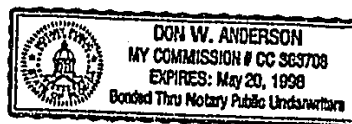


Richard H. Keelor
2501 Brickell Avenue, Suite 903
Miami, FL 33129-2460
Phone: (305) 285-9168

STATE OF FLORIDA COUNTY OF DADE

The foregoing instrument was acknowledged before me by Richard H. Keelor, known personally to me, this 14th day of July, 1997.

SEAL



Notary Public

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA