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TALLAHASSEE, FLORIDA

CT CORPORATION SYSTEM

660 EAST JEFFERSON STREET

Requestor's Name  
TALLAHASSEE, FL 32301

Address  
222-1092

City State Zip Phone

CORPORATION(S) NAME

500002273715--4  
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PASADENA PROGRESS, INC.

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Profit Articles

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CT - Term  
INCORPORATION BY PHONE  
CORPORATE SUFFIX  
DATE 8-22-97  
DOC. EXAM. 14

R.R. AUG 21 1997

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF  
PASADENA PROGRESS, INC.

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ARTICLE ONE  
NAME

The name of the corporation (the "Corporation") shall be PASADENA PROGRESS, INC.

ARTICLE TWO  
REGISTERED OFFICE

The address of the Corporation's principal office in the State of Florida is 2204 Pasadena Place, Gulfport, Florida, 33707.

ARTICLE THREE  
CAPITAL STOCK CLASSES

The total number of shares of stock which the Corporation shall have authority to issue is 100,000 shares of common stock without par value (the "Common Stock").

ARTICLE FOUR  
COMMON STOCK

1. Voting Rights. Except as set forth herein or as otherwise required by law, each outstanding share of Common Stock shall be entitled to vote on each matter on which the shareholders of the Corporation shall be entitled to vote, and each holder of Common Stock shall be entitled to one vote for each share of stock held by such holder.

2. Dividends. The Board of Directors of the Corporation may cause dividends to be paid to holders of shares of Capital Stock out of funds legally available for the payment of dividends.

3. Liquidation. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, all distributions on Common Stock of the Corporation shall be payable to the holders of Shares of Common Stock.

**ARTICLE SIX  
PREFERRED STOCK**

N/A

**ARTICLE SIX  
PREEMPTIVE RIGHTS**

N/A

**ARTICLE SEVEN  
REGULATION OF INTERNAL AFFAIRS**

The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation, and for the creation, definition, limitation and regulation of the powers of the Corporation, the directors and the stockholders:

1. Election of directors need not be by written ballot. A majority of the holders of the Common Stock shall have power to make, alter, amend and repeal the by-laws of the Corporation.

2. Any director may be removed at any time, with or without cause, upon the affirmative vote of the holders of a majority of the stock of the Corporation at the time having voting power of the election of directors.

3. Any corporate action, with respect to which the vote of the stockholders at a meeting thereof is required or permitted by any provision of the General Corporation Law of the State of Florida or of the Articles of Incorporation or the By-Laws of the Corporation, is authorized to be taken and may be taken without that vote and meeting, and that vote and meeting may be dispensed with, with the written consent of the holders of a majority (or, if with respect to a particular corporate action where the General Corporation Law of the State of Florida or the Articles of Incorporation or the By-Laws of the Corporation specifies a greater percentage, by the holders of that greater percentage) of the stock that would have been entitled to vote upon that action if a meeting were held. Prompt notice shall be given to all stockholders of the taking of any corporate action pursuant to the provisions of this paragraph 3 unless that action has been consented to in writing by the holders of all of the stock that would have been entitled to vote upon that action if a meeting were held.

4. A director of Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing

violation of law, or, (iii) for any transaction from which the director derived an improper personal benefit.

**ARTICLE EIGHT  
REGISTERED AGENT**

The address of the Corporation's registered office in the State of Florida is CT Corporation System, 1200 South Pine Island Road, City of Plantation, Florida 33324. The name of its registered agent at such address is the CT Corporation System.

**ARTICLE NINE  
BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is one, and the name and address of the initial director who is to serve until the first annual meeting of the shareholders, or until his successor is elected and shall have qualified is as follows: William J. Grom, 2204 Pasadena Place, Gulfport, FL 33324.

**ARTICLE TEN  
INCORPORATOR**

The name and mailing address of the incorporator is as follows: Daniel H. McCarthy, 333 W. Wacker Drive, Suite 2020, Chicago, IL 60606.

IN WITNESS WHEREOF, I, the undersigned, being the incorporator named above, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand and seal this 20<sup>th</sup> day of August, 1997.

Daniel H. McCarthy  
Daniel H. McCarthy, Incorporator

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

DATED: August 20, 1997.

CT CORPORATION SYSTEM

By: Anne E. Diamond

Anne E. Diamond  
Name

Assistant Secretary  
Title

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