

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P970000078382

Brooks Realty, Inc.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 10 PM 2:25

000002289090--9  
-09/10/97--01011--038  
\*\*\*\*122.50 \*\*\*\*122.50

Signature \_\_\_\_\_

Requested by: CJB

Name \_\_\_\_\_

Date 9.10

Time 951

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- \_\_\_\_\_ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC I or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC II Search \_\_\_\_\_
- \_\_\_\_\_ UCC II Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

RECEIVED  
97 SEP 10 AM 10:25  
DIVISION OF CORPORATIONS

RP  
9-10-97

ARTICLES OF INCORPORATION  
OF  
BROOKS REALTY, INC.

Orig  
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 10 PM 2:25

Article I

Name

The name of the corporation is BROOKS REALTY, INC.

Article II

Duration

The corporation shall have perpetual existence.

Article III

Purpose

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

Article IV

Address

The street address and mailing address of the initial principal office of the corporation shall be:

3451 Bonita Bay Boulevard, Suite 202  
Bonita Springs, FL 34134

Article V

Capital Stock

The corporation is authorized to issue 202 shares of capital stock, two of which shares shall be voting common stock, par value \$1.00 per share, and 200 of which shares shall be non-voting common stock, par value \$1.00 per share. The holders of voting common stock shall have

the sole right to vote in the election of directors of the corporation and, except to the extent prohibited by the Florida Business Corporation Act, as amended, the sole right to vote on all other matters which may be voted upon by the shareholders of the corporation; and the holders of non-voting common stock, except to the extent prohibited by said Act, shall have no voting rights. Except as set forth in the last preceding sentence, the preferences and relative rights of all shares of voting common stock and non-voting common stock shall be identical, and no share shall have preference over any other share with respect to distributions of dividends or assets of the corporation upon dissolution or otherwise.

#### Article VI

##### Initial Registered Office and Agent

The street address of the initial registered office of the corporation is 3451 Bonita Bay Boulevard, Suite 105, Bonita Springs, Florida 34134, and the name of the original registered agent of the corporation at that office is Dennis E. Gilkey. Pursuant to section 607.0501(3) a written acceptance is attached.

#### Article VII

##### Incorporator

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

R. Leigh Duemler

3461 Bonita Bay Boulevard, Suite 105  
Bonita Springs, FL 34134

#### Article VIII

##### Powers

The corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

#### Article IX

##### Indemnification

Provided the person proposed to be indemnified is not shown to have not satisfied the

requisite standard of conduct for permissive indemnification by a corporation as specifically set forth in the applicable provisions of the Florida Business Corporation Act (currently, sections 607.0850(1) and (2), Florida Statutes), as may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, from and against any and all of the expenses and liabilities incurred in defending a civil or criminal proceeding, or any other matter referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or agent. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. The indemnification provided herein shall continue as to a person who has ceased to be an officer, director, employee or agent, and shall inure to the benefit of the heirs and the personal and other legal representatives of such person, and an adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article X

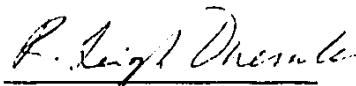
##### Amendment

The 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 is subject to this reservation.

#### Article XI

##### Bylaws

Bylaws of the corporation may be adopted, altered, amended or repealed by either the shareholders or the Board of Directors, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide such bylaw is not subject to amendment or repeal by the Board of Directors.



R. Leigh Duemler  
Incorporator

DATED: September 9, 1997

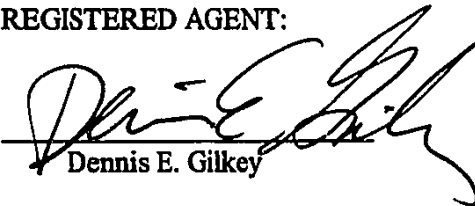
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

97 SEP 10 PM 2:25

**ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT**

Having been named as registered agent for Brooks Realty, Inc., a Florida corporation, in the foregoing Articles of Incorporation, the undersigned hereby states that the undersigned is familiar with and agrees to accept the duties and responsibilities as registered agent for said corporation and to comply with any and all Florida Statutes relative to the complete and proper performance of the duties of registered agent.

REGISTERED AGENT:

  
Dennis E. Gilkey