

PA 70000095499

TRANSMITTAL LETTER

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

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-11/06/97--01023--013
*****78.75 *****78.75

SUBJECT: IMPRESSION MANAGEMENT, INC.
(Proposed corporate name - must include suffix)

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: A. PARKER GEIGER, III
Name (Printed or typed)

3375 North Country Club Drive, Suite 702
Address

Aventura, FL 33180
City, State & Zip

305-466-9901
Daytime Telephone number

FILED
97 NOV - 6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

[Handwritten signature]
11/17/97

**ARTICLES OF INCORPORATION
OF
IMPRESSION MANAGEMENT, INC.**

97 NOV -6 AM 10:51
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I.

The name of the corporation is **"IMPRESSION MANAGEMENT, INC."**

II.

The address of the principal place of business for the Corporation is **3375 North Country Club Drive, Suite 702, Aventura, Florida 33180.**

III.

(a) The Corporation shall have the authority to be exercised by the Board of Directors to issue not more than 10,000 shares of stock at "0" or no par value.

The 10,000 shares of authorized stock will be issued as follows:

(1) **5,000 shares of Voting Stock**

(2) **5,000 shares of Non-Voting Stock**

(b) The Corporation acting by its Board of Directors, without action by the Shareholders, may from time to time, authorize the issuance of additional shares of sock of the Corporation, including shares of preferred, voting and non-voting stock in the Corporation.

IV.

The initial registered agent for service of process for the corporation is **J. KEVIN THARPE, 3375 North Country Club Drive, Suite 702, Aventura, Florida 33180.** Mr. Tharpe has attached a signed affidavit consenting to his appointment as the Registered Agent.

V.

(a) The Corporation elects to be governed by the Florida Business Corporations Act, **Chapters 607 and 621 Florida Statutes.** The object of the Corporation is pecuniary gain and profit and the purpose for which the Corporation is formed is for the marketing, training and

development of business executives in the areas of personal and professional, image and communication management in the State of Florida and throughout the United States, and for any and all other lawful business purposes authorized by the Florida Business Corporations Act.

(b) **IMPRESSION MANAGEMENT, INC.**, will operate and conduct business under a duly registered d/b/a, Marketing Concepts.

(c) The Corporation shall have perpetual duration.

(d) The Corporation elects to be taxed as a C corporation under the Internal Revenue Code of 1986, as amended (the "Code").

VI.

(a) The following provisions are hereby adopted for the purpose of defining, limiting, and regulating the powers of the Corporation and of the directors and shareholders thereof:

- (i) The Corporation shall issue shares of stock of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or warrants or other instruments evidencing rights or options to subscribe for or otherwise acquire such shares, only if the issuance of such shares or such securities exchangeable for or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the members of the Board of Directors of the Corporation.
- (ii) In the event that the issuance of such shares, or such securities exchangeable for or convertible into such shares, or such warrants or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be authorized by the unanimous vote of all of the members of the Board of Directors of the Corporation, the issuance of such shares, or such securities exchangeable for or convertible into such shares, or such warrants, or any other instruments evidencing rights or options to subscribe for, purchase or otherwise acquire such shares, shall be made for such consideration as the Board of Directors of the Corporation by the unanimous vote of all of the members thereof shall deem advisable.

VII.

The name and address of the incorporator is **A. PARKER GEIGER, III 3375 North Country Club Drive, Suite 702, Aventura, Florida 33180.**

VIII.

The Initial Board of Directors of **IMPRESSION MANAGEMENT, INC.**, are:

1. **A. PARKER GEIGER, III - Chairman of the Board**
3375 North Country Club Drive
Suite 702
Aventura, Florida 33180.
2. **RICARDO CUNHA - Vice Chairman of the Board**
3375 North Country Club Drive
Suite 702
Aventura, Florida 33180.
3. **KATHY MULLING - Treasurer and Secretary of the Board**
3375 North Country Club Drive
Suite 702
Aventura, Florida 33180.
4. **J. KEVIN THARPE - Legal Counsel and Member of the Board**
3375 North Country Club Drive
Suite 702
Aventura, Florida 33180.

IX.

The Initial Officers of **IMPRESSION MANAGEMENT, INC** are as follows:

1. **A. PARKER GEIGER, III - PRESIDENT/CEO**
3375 North Country Club Drive
Suite 702
Aventura, Florida 33180.
2. **RICARDO CUNHA - Vice Chairman of the Board**
3375 North Country Club Drive
Suite 702
Aventura, Florida 33180.
3. **KATHY MULLING - CFO and Secretary of the Board**
3375 North Country Club Drive
Suite 702
Aventura, Florida 33180.

X.

Any director or officer of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of duty of care or for breach of any other duty as a director, except nothing herein shall eliminate or limit the liability of a director:

(a) For any appropriation, in violation of his/her duties, of any business opportunity of the Corporation;

(b) For any acts or omissions which involve intentional misconduct or any knowing violation of the law;

(c) For those types of liabilities which are set forth in the Florida Business Corporations Act, **Chapters 607 and 621 Florida Statutes** ;

(d) For any transaction from which the director derived an improper personal benefit.

XI.

(a) No director shall have any personal liability to the Corporation or to its shareholders for monetary damages for breach of duty of care or other duty as a director, by reason of any act or omission occurring subsequent to the date when this provision becomes effective, except that this provision shall not eliminate or limit the liability of a director for (a) any appropriation, in violation of his duties, of any business opportunity of the Corporation; (b) acts or omissions which involve intentional misconduct or a knowing violation of law; (c) liabilities of a director imposed by the Florida Business Corporations Act, **Chapters 607 and 621 Florida Statutes**; or (d) any transaction from which the director derived an improper personal benefit.

(b) Each person who is or was a director or officer of the Corporation, and each person who is or was a director or officer of the Corporation who at the request of the Corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the Corporation against those expenses (including attorneys' fees), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the Corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit, or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this Corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

(c) In any instance where the laws of the State of Florida permit indemnification to be provided to persons who are or have been an officer or director of the Corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application

for indemnification by any such person the Corporation shall promptly cause such determination to be made (I) by the board of directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting solely of two or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the board of directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the board of directors cannot be obtained under (i), and a committee cannot be designated under (ii) selected by majority vote of the full board of directors (in which selection directors who are parties may participate); or (iv) by the shareholders, but shares owned by or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

(d) As a condition to any such right of indemnification, the Corporation may require that it be permitted to participate in the defense of any such action or proceeding through **J. KEVIN THARPE** its designated legal counsel designated by the Corporation and at the expense of the Corporation.

(e) The Corporation may purchase and maintain insurance on behalf of any such persons whether or not the Corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Florida. If any expenses or other amounts are paid by way of indemnification, other than by court order, action by shareholders or by an insurance carrier, the Corporation shall provide notice of such payment to the shareholders in accordance with the provisions of the laws of the State of Florida.

XII.

Notwithstanding any provision of law to the contrary, the affirmative vote of two-thirds of all of the votes entitled to be cast on the matter shall be sufficient, valid and effective, after due authorization, approval or advise of such action by the Board of Directors, as required by law, to approve and authorize the following acts of the Corporation:

- (a) amendment of the Articles of Incorporation of the Corporation;
- (b) consolidation of the Corporation with one or more corporations to form a new consolidated corporation;
- (c) merger of the Corporation into another corporation or the merger of one or more other corporations into the Corporation;

- (d) sale, lease, exchange or other transfer of all, or substantially all, of the property and assets of the Corporation, including its goodwill and franchises;
- (e) the voluntary or involuntary liquidation, dissolution or winding-up of the Corporation; or
- (f) any other transaction that the Florida Business Corporations Act, **Chapters 607 and 621 Florida Statutes** defines as a "Business Combination".

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation pursuant to the Florida Business Corporations Act, **Chapters 607 and 621 Florida Statutes**.

This 31 day of October, 1997.



A. PARKER GEIGER, III - Incorporator

AFFIDAVIT OF CONSENT FOR
APPOINTMENT AS REGISTERED AGENT

TO: FLORIDA DEPARTMENT OF STATE
SANDRA B. MORTHAM
Secretary of State of Florida

I, J. Kevin Tharpe, do hereby consent to serve as registered agent for service of process for the following Corporation:

" IMPRESSION MANAGEMENT, INC."

This the 21st day of October, 1997


J. Kevin Tharpe
Registered Agent
IMPRESSION MANAGEMENT, INC

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, 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


Signature/Registered Agent

10-21-97
Date

FILED
97 NOV -6 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA