

# P97000099166

RUST & CHRISTOPHER, P.A.  
900 SIXTH AVENUE SOUTH  
SUITE 303  
NAPLES FLORIDA 33940

City/State/Zip

Phone #

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #) 800002323098-2  
-10/17/97-01070-008  
\*\*\*\*122.50 \*\*\*\*122.50
4. \_\_\_\_\_  
(Corporation Name) (Document #)

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 20 AM 8:30



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

October 20, 1997

RUST & CHRISTOPHER, P.A.  
900 SIXTH AVENUE SOUTH  
SUITE 303  
NAPLES, FL 33940

SUBJECT: P.R.H., INC.  
Ref. Number: W97000023781

We have received your document for P.R.H., INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purinton  
Document Specialist

Letter Number: 997A00051022

**ARTICLES OF INCORPORATION  
OF  
P.R.H. OF SOUTHWEST FLORIDA, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 20 AM 8:31

The undersigned acting as incorporator of a corporation under the Florida General Corporation Act, hereby adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - NAME**

The name of the corporation is P.R.H. OF SOUTHWEST FLORIDA, INC.. The mailing address of the corporation is 3360 Second Ave., SE., Naples, Florida 34117.

**ARTICLE II - PRINCIPAL OFFICE**

The street address of the principal office of this corporation is 3360 Second Ave., SE., Naples, Florida 34117.

**ARTICLE III - COMMENCEMENT AND DURATION**

The corporation is to commence its corporate existence on the date of filing, and shall exist perpetually thereafter until dissolved according to law.

**ARTICLE IV - PURPOSE**

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

**ARTICLE V - CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares of common stock with a par value of \$1.00 per share.

**ARTICLE VI - SPECIAL PROVISIONS**

The corporation hereby makes the IRC 1244 election.

**ARTICLE VII - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the issuance of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share at the price at which it is offered to others.

**ARTICLE VIII - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 3360 Second Ave. SE., Naples, Florida 34117, and the name of the initial resident agent of the corporation at that address

is Robert Michelson. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### ARTICLE IX - BOARD OF DIRECTORS

The name and street address of the initial Director who, subject to the provisions of the Articles of Incorporation, the By-Laws of this corporation, and the laws of the State of Florida, shall hold office until the first annual meeting of shareholders or his successors are elected and have qualified is as follows:

NAME

Robert Michelson

ADDRESS

3360 Second Ave. SE  
Naples, Florida 34117

#### ARTICLE X - OFFICERS

The initial officer(s) of the corporation shall be as follows:

Robert Michelson

Ron Carroll

Henry Sluder

President, Treasurer

Vice President

Secretary

#### ARTICLE XI - INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent now or hereafter permitted by law.

#### ARTICLE XII - BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors.

#### ARTICLE XIII - INCORPORATOR

The name and street address of the incorporator to these Articles of Incorporation, is as follows:

NAME

Robert Michelson

ADDRESS

3360 Second Ave. SE  
Naples, Florida 34117

ARTICLE XIV - AMENDMENT OF ARTICLES OF CORPORATION

The Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, and approved at a stockholders meeting by a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

The undersigned, has executed these Articles of Incorporation, for the purpose of forming a corporation under the laws of the State of Florida, and does make and file these Articles and does certify that the facts contained herein are true.

BY: Robert Michelson  
Robert Michelson, President

STATE OF FLORIDA

COUNTY OF COLLIER

Before me, the undersigned Notary Public in and for said State and County, appeared Robert Michelson, the subscribing incorporator to the foregoing Articles of Incorporation, to me personally known (or who produced \_\_\_\_\_ as identification), who stated under oath that he is the person described in and who executed the foregoing Articles of Incorporation and acknowledged and declared that he did make, execute, subscribe, and acknowledge the foregoing Articles of Incorporation as its voluntary act and deed for the purpose of forming a corporate body, pursuant to and under the provisions of the laws of the State of Florida, and the foregoing Articles of Incorporation and that the facts set forth therein are true and correct.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this the 17 day of November, 1997 in the State and County aforesaid.



MICHELE M. SCHOONOVER  
My Commission CO449098  
Expires Mar. 28, 1999  
Bonded by ANB  
800-852-5878

Michele M. Schoonover  
NOTARY PUBLIC

My Commission Expires:

March 28, 1999

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance  
with said Act:

First: That P.R.H. OF SOUTHWEST FLORIDA, INC. desiring to organize under the laws  
of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City  
of Naples, State of Florida, County of Collier, has named Robert Michelson, as its agent to accept  
service of process within this State.

ACKNOWLEDGMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-stated corporation, at place  
designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the  
provision of said Act relative to keeping open said office.

BY: Robert Michelson  
Robert Michelson, Resident Agent

FILED  
CLERK OF STATE  
DIVISION OF CORPORATIONS  
97 NOV 20 AM 8:31