

RICCA & WHITMIRE, P.A.  
ATTORNEYS AT LAW

Mariano Garcia  
Peter J. Malecki  
C. Brooks Ricca, Jr.\*  
Drennen L. Whitmire, Jr.

Clearlake Plaza • Suite 800  
500 South Australian Avenue  
West Palm Beach, Florida 33401

Please reply to:  
P.O. Drawer 4888  
West Palm Beach, FL 33402-4888

\*Board Certified Civil Trial Lawyer

Telephone (561) 833-4444  
Facsimile (561) 833-4544

Certified Legal Assistant  
Olivia M. Kendrick

*PA 7000010492*

December 11, 1997

*Return To  
FILE ASRA*

VIA FEDERAL EXPRESS

Corporate Information Products  
ATTORNEYS' TITLE INSURANCE FUND, INC.  
Leon Branch/Attn: Barbara  
660 E. Jefferson Street, Suite 200  
Tallahassee, Florida 32301

700002371157--8  
-12/12/97--01094--017  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: GERRITY FLORIDA, INC., a Florida corporation/Fund No. 15094

Dear Barbara:

Please find enclosed Articles of Incorporation for GERRITY FLORIDA, INC., a Florida corporation. Please file these documents upon receipt, there is an extra copy of the documents for stamping and return by your regular route.

Also enclosed is the firm's check in the amount of \$70.00 for filing fees. Please bill us for your fee for processing this filing.

Please call upon filing of the enclosed documentation with the document number. Also, call if you have any problem with accomplishing the filing of these documents upon receipt.

Sincerely,



Lois M. Kasischke  
Legal Secretary

DLW/lmk  
Enclosures as stated

*12/12*

RECEIVED  
97 DEC 12 PM 2:39  
FILED  
97 DEC 12 PM 3:40  
CLERK OF CORPORATION  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

**OF**

**GERRITY FLORIDA, INC., a Florida corporation**

**Article I**

**Name**

The name of the corporation is GERRITY FLORIDA, INC.

**Article II**

**Duration**

This corporation shall have a perpetual existence.

**Article III**

**Purpose**

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

**Article IV**

**Capital Stock**

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock.

**Article V**

**Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 500 S. Australian Avenue, West Palm Beach, Florida 33401, and the name of the initial registered agent of this

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

corporation at the address is Drennen L. Whitmire, Jr. The mailing address of this Corporation is c/o Daniel W. Gerrity, 54 Fairmount Avenue, Brookline, MA 02146.

## Article VI

### Initial Board of Directors

This corporation shall have six (6) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws but shall never be less than one

(1). The name and address of the initial directors of this corporation are:

<u>Name</u>	<u>Address</u>
Joseph W. Gerrity, III	1325 Rosehill Boulevard Niskayuna, NY 12309
Robert T. Gerrity	P. O. Box 15 Chatham, NY 12037
Daniel W. Gerrity	54 Fairmount Avenue Brookline, MA 02146
Nancy G. Achilles	P. O. Box 723 Flint Hill, VA 22627
Susan G. Chase	P. O. Box 217 Moscow, VT 05662
Cynthia G. Holland	21 Ridgewood Road Rowayton, CT 06853

## Article VII

### Incorporators

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

Name

Drennen L. Whitmire, Jr.

Address

500 S. Australian Avenue, Suite 800  
West Palm Beach, FL 33401

Article VIII

Powers

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

Article IX

Indemnification

This corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters 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. 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, both as to action in his or her official capacity and as to action in another capacity while holding such office. Such indemnification 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 and personal representatives of such a person. An adjudication of liability shall not affect the right to indemnification for those indemnified.

#### Article X

##### Amendment

This 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 shareholder(s) is subject to this reservation.

#### Article XI

##### Bylaws

The Bylaws 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 shareholders if the shareholders specifically provide such Bylaw is not subject to amendment or repeal by the directors.

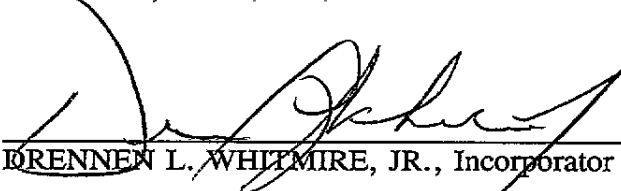
#### Article XII

##### Beginning of Corporate Existence

The date when corporate existence shall begin shall be upon the date of filing of these Articles of Incorporation.

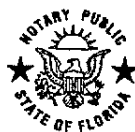
IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of

Incorporation this 11<sup>th</sup> day of December, 1997.

  
DRENNEN L. WHITMIRE, JR., Incorporator

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 11<sup>th</sup> day of December, 1997  
by DRENNEN L. WHITMIRE, JR. who is personally known to me and did not take an oath.



Lois M Kasischke  
My Commission CC603100  
Expires December 27, 2000



NOTARY PUBLIC

Printed Name of Notary: \_\_\_\_\_

Commission No.: \_\_\_\_\_

Commission Expiration: \_\_\_\_\_

(NOTARIAL SEAL)

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, and 48.091, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: GERRITY FLORIDA, INC.

2. The name and address of the registered agent and office is:

Drennen L. Whitmire, Jr.

(NAME)

500 S. Australian Avenue, Suite 800

(STREET ADDRESS)

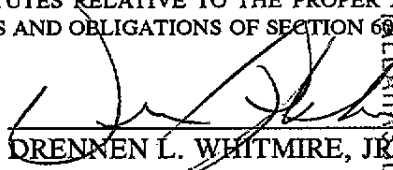
West Palm Beach, FL 33401

(CITY/STATE/ZIP)

  
DRENNEN L. WHITMIRE, JR.  
TITLE Incorporator

DATE December 11, 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
DRENNEN L. WHITMIRE, JR.

DATE December 11, 1997

gerrity.art

FILED  
97 DEC 12 PM 3:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA