

# P98000022092

*Battaglia, Ross, Dicus & Wein, P.A.*  
*Attorneys at Law*

Anthony J. Battaglia  
Howard P. Ross†  
Subroby O. Dicus, Jr.  
Stephen J. Wein  
Kelli Hanley Crabbs  
Brian P. Battaglia  
Robert C. Jagger  
John S. Terbinville

Edwin B. Jagger  
James C. Runyon  
Jamie H. Proctor  
Mark M. Wall  
Christian B. Snodgrass, II  
Timothy W. Weber  
William C. Harrison

† Board Certified Civil Trial and Business Litigation Lawyer

*Larson & Larson, P.A.*  
*Counsel for Intellectual Property*

February 17, 1998

*St. Petersburg, Florida 33743-1100*  
*First Union Building 930 Tyrone Boulevard*  
*Post Office Box 44100*  
*Tel: (813) 381-2300 Fax: (813) 343-4050*

*Tampa, Florida 33607*  
*2129 Martin Luther King Boulevard*  
*Tel: (813) 871-2207 Fax: (813) 871-1230*

*Lakeland, Florida 33801*  
*223 N. Florida Avenue*  
*Tel: (941) 686-4221 Fax: (941) 686-6411*

*Reply to:*

**St. Petersburg**

Secretary of State  
Division of Corporations  
The Capitol  
P.O. Box 6327  
Tallahassee, FL 32314

800002436348--5  
-02/20/98--01064--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**Re: The Bayshore Corporation**

Dear Sir or Madam:

I am enclosed herewith two original copies of Articles of Incorporation for the above-named corporation. In addition, a check in the sum of \$70.00 is enclosed which represents the following fee: (607.0122)

Filing Fee for Articles and  
Registered Agent

\$ 70.00

Please file the original of the enclosed Articles of Incorporation and return a date stamped copy to the undersigned.

Also, please note that Article XVII provides for its corporate existence to begin on February 16, 1998.

Your prompt attention in this matter is appreciated.

Very truly yours,

BATTAGLIA, ROSS, DICUS & WEIN, P.A.

*Howard P. Ross*  
Howard P. Ross

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 FEB 20 AM 8:34

HR/jak  
F:\CMS\52982\0161190.WP

**EFFECTIVE DATE**  
**3-2-98**

*W98-3929*  
*3-10-98*  
*2-23-98*  
*WS*



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 23, 1998

BATTAGLIA, ROSS, DISCUS & WEIN, P.A.  
P. O. BOX 41100  
ST. PETERSBURG, FL 33743-1100

SUBJECT: THE BAYSHORE CORPORATION  
Ref. Number: W98000003929

We have received your document for THE BAYSHORE CORPORATION and your check(s) totaling \$70.00. 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) 487-6995.

Wanda Sampson  
Document Specialist

Letter Number: 198A00010088

**ARTICLES OF INCORPORATION**  
**OF**  
**THE BAYSHORE CORPORATION OF PINELLAS COUNTY**

The undersigned, acting as Incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation is THE BAYSHORE CORPORATION OF PINELLAS COUNTY.

**ARTICLE II**  
**DURATION**

The period of its duration is perpetual.

**ARTICLE III**  
**PURPOSE**

The purpose is to engage in any activities or business permitted under the laws of the United States and the state of Florida.

**ARTICLE IV**  
**CAPITAL STOCK**

The corporation is authorized to issue one hundred (100) shares of common stock, at \$1.00 par value per share.

**EFFECTIVE DATE**  
3-2-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 20 AM 8:34

**ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT**

The name and street address of the corporation's initial registered agent and his office is:

STANLEY FREIFELD  
1414 Bayshore Blvd.  
Dunedin, FL 34698

**ARTICLE VI  
CORPORATE ADDRESS**

The street address of the initial principal office of the corporation is as follows:

1414 Bayshore Blvd.  
Dunedin, FL 34698

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The corporation shall have one (1) director initially. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
STANLEY FREIFELD	1414 Bayshore Blvd. Dunedin, FL 34698

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator signing these Articles of Incorporation is:

STANLEY FREIFELD  
1414 Bayshore Blvd.  
Dunedin, FL 34698

**ARTICLE IX  
AMENDMENT OF BYLAWS**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be vested in the Board of Directors.

**ARTICLE X  
INDEMNIFICATION**

The corporation may be empowered by resolution of the Board of Directors to indemnify any officer or director, or any former officer or director, in the manner set out and provided for in the Bylaws of the corporation, pursuant to the provisions of Section 607.0850 of the Florida Statutes, as amended.

**ARTICLE XI  
INFORMAL ACTION OF DIRECTORS**

If a majority of the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the Secretary of the corporation as part of the corporate records, the action

shall be as valid as though it had been authorized at a meeting of the Board of Directors.

**ARTICLE XII  
AMENDMENT OF ARTICLES**

The power to amend these Articles of Incorporation shall be vested in the Board of Directors.

**ARTICLE XIII  
TELEPHONE MEETINGS**

Members of the Board of Directors or the Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment, by means of which all persons participating in the meeting can hear each other, is used.

**ARTICLE XIV  
DIRECTOR QUORUM AND VOTING**

A majority of the directors shall constitute a quorum for a meeting of the directors of the corporation. If a quorum is present, the affirmative vote of a majority of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the Board of Directors.

**ARTICLE XV**  
**DIRECTOR CONFLICT OF INTEREST**

A. No contract or other transaction between the corporation and one (1) or more of the directors, or between the corporation and any other corporation, firm, association or other entity, in which one (1) or more of the directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the Board of Directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purpose:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the Board or committee, and the Board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at

the time it is approved by the Board, a committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which approves such contract or transaction.

**ARTICLE XVI  
INFORMAL ACTION OF SHAREHOLDERS**

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the actions so taken shall be signed by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted, and filed with the Secretary of the corporation as part of the corporate records.

**ARTICLE XVII  
CORPORATE EXISTENCE**

The effective date of the corporation's existence shall begin on March 2, 1998.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation the 2 day of March, 1998.

  
\_\_\_\_\_  
STANLEY J. FREIFELD, Incorporator

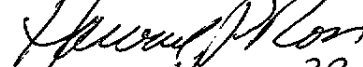
STATE OF FLORIDA  
COUNTY OF PINELLAS

Before me personally appeared on this 2 day of March, 1998,



STANLEY M. FREIFELD, who is personally known to me or has produced  
N/A as identification, and who acknowledged  
to and before me that he executed the foregoing Articles of  
Incorporation as Incorporator.

NOTARY PUBLIC



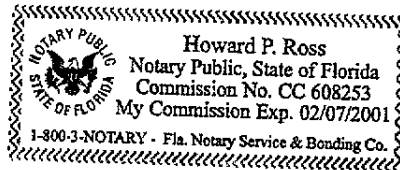
PRINT NAME: Howard P. Ross

State of Florida

(SEAL)

Commission No.:

My Commission Expires:



I HEREBY acknowledge that I am familiar with and accept the duties and responsibilities as Registered Agent for the corporation.

  
STANLEY M. FREIFELD  
Registered Agent

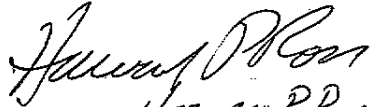
FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 FEB 20 AM 8:35

STATE OF FLORIDA  
COUNTY OF PINELLAS

BEFORE ME, the undersigned authority, personally appeared, STANLEY M. FREIFELD, who is personally known to me, and who acknowledged to and before me that he executed the foregoing Articles of Incorporation as Registered Agent for the corporation.

2 IN WITNESS WHEREOF, I have hereunto set my hand and seal this day of March, 1998.

NOTARY PUBLIC

  
PRINT NAME: Howard P. Ross  
State of Florida (SEAL)  
Commission No.:  
My Commission Expires:

F:\DMS\53015\0162102.WP

