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BY FEDERAL EXPRESS

PLEASE REPLY TO:

POST OFFICE BOX 720

FORT MYERS, FLORIDA 33902-0720

March 9, 1998

EFFECTIVE DATE

3-9-98

Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100002452221--0

-03/10/98-01048-008

\*\*\*\*\*70.00 \*\*\*\*\*70.00

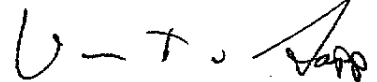
Re: Incorporation of MCKINLAY SERVICES COMPANY, INC.

Gentlemen:

Enclosed are the original and one copy of Articles of Incorporation of McKinlay Services Company, Inc. Please file the Articles with an effective date of March 9, 1998, and return a noncertified copy to me. Also enclosed is a check for \$70.00 in payment of the fees for filing and for designation of the registered agent.

Thank you for your attention to this matter.

Very truly yours,



Vincent D. Sapp

VDS:ffw  
Enclosures

98 MAR 10 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

m 3/11/98

EFFECTIVE DATE  
3-9-98

ARTICLES OF INCORPORATION

OF

MCKINLAY SERVICES COMPANY, INC.

FILED

98 MAR 10 PM 2:41

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is McKinlay Services Company, Inc.

ARTICLE II - DURATION

This corporation shall commence March 9, 1998, and shall have perpetual existence thereafter.

ARTICLE III - PURPOSE

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

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue fifty thousand (50,000) shares of common stock, having no par value, and all of the same class.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 12811 Kenwood Lane, Suite 203A, Fort Myers, Florida 33907, and the name of the initial registered agent of this corporation at that address is Douglas S. McKinlay.

ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The street address of the principal office of the corporation, and the corporation's mailing address is 12811

Kenwood Lane, Suite 203A, Fort Myers, Florida 33907.

#### ARTICLE VII - BOARD OF DIRECTORS

The corporation shall be managed by its Board of Directors, which shall exercise all powers conferred under the laws of the State of Florida. The number of directors of the corporation shall be fixed from time to time as provided in the Corporation's Bylaws and may be increased or decreased as therein provided, but the number thereof shall not be less than three (3) nor more than ten (10); provided, however, there need be only as many directors as there are shareholders in the event that the outstanding shares are held of record by fewer than three (3) shareholders. The initial board of directors of the corporation shall consist of one (1) director, and the name and address of the initial director who shall serve as sole director until the first annual meeting of shareholders or until his successors are elected and shall qualify are as follows:

<u>Name</u>	<u>Address</u>
Douglas S. McKinlay	5554 Pernod Drive. S.W. Fort Myers, FL 33919

#### ARTICLE VIII - INDEMNIFICATION

8.1 The corporation may:

(a) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation), by reason of the fact that he is

or was a director, officer, employee, fiduciary or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding, if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction or upon a plea of nolo contendere or its equivalent shall not of itself create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe his conduct was unlawful; and

(b) indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another

corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

8.2 To the extent that a director, officer, employee, fiduciary or agent of a corporation has been successful on the merits or otherwise in defense of any action, suit, or proceeding referred to in (a) or (b) of this Article VIII, Section 8.1, or in defense of any claim, issue, or matter therein, he shall be indemnified by the corporation against expenses (including attorney fees) actually and reasonably incurred by him in connection therewith.

8.3 Any permissive indemnification under Section 8.1 of this Article VIII (unless ordered by a court), and as distinguished from any mandatory indemnification under Section

8.2 of this Article VIII, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section 8.1. Such determination shall be made by the board of directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding, or, if such a quorum is not obtainable or, even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the shareholders.

8.4 Expenses (including attorney fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt, from the director, of a written affirmation of his good-faith belief that he has met the standard of conduct set forth in Section 8.1 and upon receipt of an undertaking by or on behalf of the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this Article VIII.

8.5 The indemnification provided by this Article VIII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under these Articles of Incorporation or any bylaw, agreement, vote of shareholders or disinterested directors, or otherwise, and any procedure provided for by any of

the foregoing, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors, and administrators of such a person.

8.6 The corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, fiduciary or agent of the corporation or who is or was serving at the request of the corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under provisions of this Article VIII.

#### ARTICLE IX - TRANSACTIONS WITH INTERESTED DIRECTORS

No contract or other transaction between the corporation and one (1) or more of its directors or any other corporation, partnership, firm, association, or other organization in which one (1) or more of its directors or officers are directors or officers or have a financial interest, shall be void or voidable solely for that reason or solely because the director or officer is present at or participates in the meeting of the board or a committee thereof which authorizes, approves, or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the board of directors or the committee, and the board or committee in good faith authorizes, approves, or ratifies the contract or transaction by the affirmative vote of a majority of the disinterested directors even though the disinterested directors are less than a quorum; or

(b) the material facts as to his relationship or interest and as to the contract or transaction are disclosed or are known to the shareholders entitled to vote thereon and the contract or transaction is specifically authorized, approved, or ratified in good faith by vote of the shareholders; or

(c) the contract or transaction is fair as to the corporation as of the time it is authorized, approved, or ratified by the board of directors, a committee thereof, or the shareholders.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE X - LIMITATION OF DIRECTOR LIABILITY

To the fullest extent permitted by the Florida Business Corporation Act, as amended from time to time, no director of the corporation shall be personally liable to the corporation or to its shareholders for monetary damages for breach of fiduciary duty as a director.



ARTICLE XI - VOTING OF SHAREHOLDERS

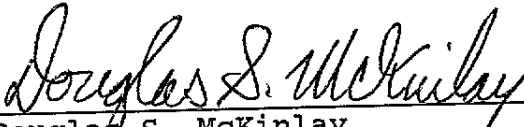
If a quorum is present, the affirmative vote of a majority of the outstanding shares represented at the meeting and entitled to vote thereon, or of any class or series, shall be the act of the shareholders.

ARTICLE XII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation are as follows:

Douglas S. McKinlay  
12811 Kenwood Lane, Suite 203A  
Fort Myers, Florida 33907

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on the 9th day of March, 1998.

  
\_\_\_\_\_  
Douglas S. McKinlay  
Incorporator

OATH OF ACCEPTANCE

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, 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.

Douglas S. McKinlay  
Douglas S. McKinlay  
Registered Agent

FILED  
98 MAR 10 PM 2:41  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA )  
COUNTY OF LEE )

THE FOREGOING INSTRUMENT was subscribed, sworn to and acknowledged before me by DOUGLAS S. MCKINLAY, who ( ) is personally known to me or (X) produced a Florida Drivers License Driver's License as identification.

IN WITNESS WHEREOF, I have hereto set me hand and affixed my official seal, in the State and County aforesaid, this 9th day of March, 1998.

Frenda F. Ward  
Notary Public  
Print or stamp name:  
Seal:



FREND A F. WARD  
My Comm Exp. 10/28/99  
Bonded By Service Ins  
No. CC476795  
☐ Personally Known ☒ Other I.D.