

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

98 MAY 18 AM 10:46

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Brenner & Associates
Architects, Inc.

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☒ Art of Inc. File

___ LTD Partnership File

___ Foreign Corp. File

___ L.C. File

___ Fictitious Name File

___ Trade/Service Mark

___ Merger File

___ Art. of Amend. File

___ RA Resignation

___ Dissolution / Withdrawal

___ Annual Report / Reinstatement

☒ Cert. Copy

___ Photo Copy

___ Certificate of Good Standing

___ Certificate of Status

___ Certificate of Fictitious Name

___ Corp Record Search

___ Officer Search

___ Fictitious Search

___ Fictitious Owner Search

___ Vehicle Search

___ Driving Record

___ UCC 1 or 3 File

___ UCC 11 Search

___ UCC 11 Retrieval

___ Courier

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Signature

Requested by:

Name

Date

Time

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Will Pick Up

5/18/98 8:51

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ARTICLES OF INCORPORATION

OF

BRENNER & ASSOCIATES, ARCHITECTS, INC.

FILED
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DIVISION OF CORPORATIONS

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**ARTICLE I
NAME**

The name of the corporation is **BRENNER & ASSOCIATES, ARCHITECTS, INC.**

**ARTICLE II
APPLICABLE LAW**

The Corporation is organized pursuant to the provisions of the Florida Business Corporation Act.

**ARTICLE III
DURATION**

The Corporation will begin its corporate existence as of the filing of these Articles of Incorporation and will have a perpetual duration.

**ARTICLE IV
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business authorized and not prohibited by the Florida Business Corporation Act, as the same may be from time to time amended.

**ARTICLE V
CAPITAL STOCK**

The Corporation will have authority, acting by its board of directors, to issue not more than ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE VI
INITIAL REGISTERED OFFICE AND AGENT
AND PRINCIPAL OFFICE OF THE CORPORATION**

The street and mailing address of the initial registered office of business and principal office of the Corporation is 1717 Indian River Boulevard, Suite 202B, Vero Beach, Florida 32960 and the initial registered agent of the Corporation at that address is John M. Brenner. The principal office address and the registered office address is the same.

**ARTICLE VII
PREEMPTIVE RIGHTS**

No holders of any class or series of shares of the Corporation will be entitled as matter of right, to any preemptive right to subscribe for or purchase any shares of any class or series, whether now or hereafter authorized, any options or rights to purchase any shares, or any bonds, debentures or other securities of the Corporation, whether or not convertible into or carrying any option to purchase any such shares.

ARTICLE VIII
INDEMNIFICATION

The Corporation will indemnify any officer or director, or any former officer or director, to the fullest extent permitted by the Florida Business Corporation Act.

ARTICLE IX
LIMITATION OF DIRECTOR LIABILITY

1. A director is not personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- a. The director breached or failed to perform his duties as a director; and
- b. The director's breach of, or failure to perform, those duties constitute:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other final adjudication against a director in any criminal proceeding for a violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly;

(3) A circumstance under which the liability provisions of the Florida Business Corporation Act Section 607.0834 are applicable;

(4) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or

(5) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property.

2. The limitation of director liability will be consistent with the Florida Business Corporation Act, as the same may be from time to time amended.

ARTICLE X
INITIAL BOARD OF DIRECTORS

The initial board of directors will consist of two (2) members. The number of directors of the Corporation may be increased or decreased from time to time pursuant to the Bylaws but will never be less than one (1). The names and addresses of the directors comprising the initial board of directors are:

John M. Brenner 1717 Indian River Boulevard, Suite 202B
Vero Beach, FL 32960

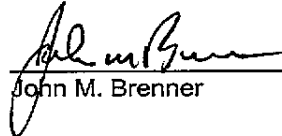
Deborah S. Brenner 1717 Indian River Boulevard, Suite 202B
Vero Beach, FL 32960

ARTICLE XI
INCORPORATOR

The name and address of the incorporator of the Corporation is:

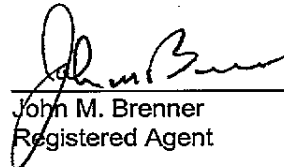
John M. Brenner 1717 Indian River Boulevard, Suite 202B
Vero Beach, FL 32960

IN WITNESS WHEREOF, the undersigned being the incorporator of the Corporation has executed these Articles of Incorporation this 13th day of May, 1998.


John M. Brenner

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent for the above stated Corporation at the place designated in the Articles of Incorporation, I hereby agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.


John M. Brenner
Registered Agent