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TRANSMITTAL LETTER

Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

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-05/26/98--01028--003  
\*\*\*\*122.50 \*\*\*\*122.50

SUBJECT: TCL MAINTENANCE, INC.  
(proposed corporate name)

Enclosed is an original and one (1) copy of the articles of incorporation and our check for \$ 122.50.

FROM: Joe Gilbert c/o GRS MGT  
[Redacted] Name (printed or typed)  
3900 WOODLAKE BLVD #201  
Address  
LAKE WORTH, FL 33463  
City, State, & Zip  
(561) 641-8554  
Telephone Number

FILED  
98 MAY 26 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Note: Please provide the original and one copy of the Articles.

shalae

**ARTICLES OF INCORPORATION**

**OF**

**TCL MAINTENANCE, INC.**

We, the undersigned, hereby make, subscribe, acknowledge and file these Articles for the purpose of forming a Corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the Corporation shall be TCL Maintenance, Inc.

**ARTICLE II**

**PURPOSE**

This Corporation is organized for the purpose of Property Maintenance, and other lawful business.

**ARTICLE III**

**CAPITAL STOCK**

The capital stock of this Corporation shall consist of 1000 shares of common stock of \$1.00 par value, fully paid and nonassessable.

**ARTICLE IV**

**INITIAL REGISTERED OFFICE AND AGENT**

The principal place of business and mailing address of this Corporation shall be 3900 Woodlake Blvd, Suite 201, Lake Worth, FL 33463 and the name of the Initial Registered Agent of this Corporation shall be Joseph T. Gilbert. Agents address shall be the same as the principal address.

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98 MAY 26 AM 10:36  
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## **ARTICLE V**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall initially have three (3) Directors. The number of Directors may be changed from time to time by the By-Laws, but shall never be less than three (3). The names and addresses of the initial Directors are:

JOSEPH T. GILBERT, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

STEPHEN MILLER, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

LENNY ADAMETZ, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

## **ARTICLE VI**

### **SPECIAL PROVISIONS**

The following special provisions shall govern this Corporation:

1. The time and place of the annual shareholder's meeting and the Director's meeting shall be fixed and provided for in the By-Laws, and notice of same shall be given in one of the methods provided by law. Any Shareholder or Director may waive notice of the time, place and purpose of any meeting, either before, at, or after such meeting.
2. There shall be a President, Vice-President, Secretary and Treasurer of this Corporation, and such assistants as the Shareholder may, by resolution, determine to be necessary and/or as provided in the By-Laws. This Corporation may also have such other officers, assistants and factors as may be determined necessary and provided for by resolution of the Shareholder and/or in the By-Laws. Any person may hold two or more offices. The Shareholder may, at any time, by majority vote at a duly noticed meeting, declare any office or directorship vacant or remove any officer or director and elect a successor thereto. Additionally, the Directors may, at any time, by majority vote at a duly called and noticed meeting, declare any office vacant or remove any officer and elect a successor thereto.
3. The Director may describe a method or methods for replacement of lost certificates and prescribe reasonable conditions by way of security for the issuance of new certificates.
4. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office or directorship in this Corporation.

5. No contract or other transaction between the Corporation and any other Corporation, in the absence of fraud, shall be affected or invalidated by the fact that anyone or more of the Officers or Directors of the Corporation is or are interested in, or is an Officer or Director, or are Officers or Directors of such other corporation, and any Officer, Officers or Directors, individually or Jointly, may be a party or parties to, or may be interested in any such contract or transaction of the Corporation, or in which the Corporation is interested, and no contract, act or transaction of the Corporation with any person or persons, firm or Corporation, in the absence of fraud, shall be affected or invalidated by the fact that any Officer, Officers or Directors of the Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or Corporation, and each and every person who may become an Officer or Director of this Corporation is hereby relieved from any liability that might otherwise exist from, thus contracting with the Corporation for the benefit of himself or any firm, association or Corporation which he may be in any way interested.

## **ARTICLE VII**

### **OFFICERS**

The Officers of the Corporation who shall conduct the business of the Corporation during the first year of its existence, or until their successors are elected and qualified, shall be:

PRESIDENT: STEPHEN MILLER, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

VICE-PRESIDENT: LENNY ADAMETZ, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

SECRETARY/TREASURER: JOSEPH T. GILBERT, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

## **ARTICLE VIII**

### **INCORPORATORS**

The names and addresses of the Incorporators are:

STEPHEN MILLER, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

LENNY ADAMETZ, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

JOSEPH T. GILBERT, 3900 WOODLAKE BLVD, STE 201, LAKE WORTH, FL 33463

**ARTICLE IX**

**AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles of Incorporation in the manner now or hereafter prescribed by law, and all rights conferred on officers and shareholders herein are granted to this reservation.

**ARTICLE X**

**COMMENCEMENT**

The Corporation is to exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statutes Section 607.167 provided that corporate existence may begin up to five (5) days before filing with the Secretary of State for the Secretary of Florida.

IN WITNESS WHEREOF, the undersigned Incorporators have subscribed to these Articles of Incorporation this 20<sup>th</sup> Day of MAY, 1998.

Stephen Miller  
STEPHEN MILLER, INCORPORATOR

Lenny Adametz  
LENNY ADAMETZ, INCORPORATOR

Joseph T. Gilbert  
JOSEPH T. GILBERT, INCORPORATOR

STATE OF FLORIDA )  
                                  )SS  
COUNTY OF PALM BEACH )

The foregoing Articles of Incorporation were acknowledged before me this 20<sup>th</sup> Day of MAY, 1998, by STEPHEN MILLER, LENNY ADAMETZ AND JOSEPH T. GILBERT who are personally known to me and who took an oath.

Lilia T. Ruiz  
NOTARY PUBLIC: STATE OF FLORIDA

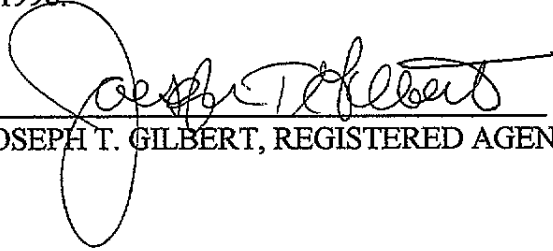
My commission expires:



LILIA T RUIZ  
My Commission **CC479530**  
Expires **Jul. 11, 1999**  
Bonded by HAI  
800-422-1555

**CONSENT OF REGISTERED AGENT**

Having been named as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation this 20 Day of May, 1998.



JOSEPH T. GILBERT, REGISTERED AGENT

FILED

98 MAY 26 AM 10: 37

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA