

DOAK S. CAMPBELL, III

ATTORNEY AT LAW

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FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUN 10 PM 12:39

P98000052345

June 4, 1998

Division of Corporations  
Corporate Records Bureau  
P O Box 6327  
Tallahassee, FL 32314

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-06/10/98--01053--004  
\*\*\*122.50 \*\*\*122.50

Re: 1. Articles of Incorporation, SOVIERO FAMILY PARTNERS, INC.  
3. Certificate of Limited Partnership, SOVIERO FAMILY LIMITED PARTNERSHIP

To Whom It May Concern:

Enclosed please find Articles of Incorporation, original and one copy, together with a check in the amount of \$122.50 (\$112.50 for incorporation and \$10.00 for certified copy of same).

Additionally, we enclose the Certificate of Limited Partnership and Affidavit of Capital Contributions, original and one copy, together with a check for \$822.50 (\$735.00 for filing, \$35.00 for Registered Agent designation and \$52.50 for certified copy of same).

Thank you for your attention to this matter at your earliest convenience.

Sincerely yours,



Doak S. Campbell, III

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FF \$70  
CC 52.50

**ARTICLES OF INCORPORATION  
OF  
SOVIERO FAMILY PARTNERS, INC.**

**Article I  
Name**

The name of the corporation is SOVIERO FAMILY PARTNERS, Inc.

**Article II  
Duration**

This corporation shall have perpetual existence.

**Article III  
Purpose**

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

**Article IV  
Capital Stock**

This corporation is authorized to issue 500 shares of stock at 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 70 Southeast Fourth Ave. Delray Beach, Florida 33483 and the name of the initial registered agent of this corporation at the address is Anthony C. Soviero.

**Article VI  
Principal Office and Mailing Address**

The principal office and mailing address of the corporation is 70 Southeast Fourth Ave. Delray Beach, Florida 33483.

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**Article VII**  
**Initial Board of Directors**

This corporation shall have (4) 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:

Name	Address
Anthony C. Soviero	70 Southeast Fourth Avenue Delray Beach, FL 33483
Donna Jo Soviero	271 Collingwood Ave. San Francisco, CA 94114
Margaret C. Soviero	P.O. Box 421969 San Francisco CA 94142
Suzette Soviero	P.O. Box 283 Tomales, CA 94971

**Article VIII**  
**Incorporator**

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

Anthony C. Soviero	70 Southeast Fourth Avenue Delray Beach, FL 33444
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**Article XIX**  
**Powers**

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

**Article X**  
**Meetings by Conference Telephone**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

**Article XI**  
**Action by Directors without a Meeting**

The directors of this corporation may take action by written consent, as provided by law.

**Article XII**  
**Indemnification**

This corporation shall, to the fullest extent permitted by the provisions of the Florida General Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities or other matters referred to in or covered by said provisions. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaws, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his 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 or officer, and shall inure to the benefit of the heirs and personal representatives of such person.

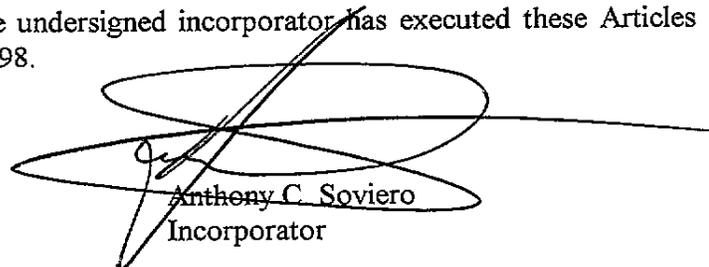
**Article XIII**  
**Amendment**

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 shareholders is subject to this reservation.

**Article XIV**  
**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.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation this 4<sup>th</sup> day of June, 1998.

  
Anthony C. Soviero  
Incorporator

STATE OF FLORIDA

COUNTY OF PALM BEACH

Before me, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Anthony C. Soviero, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 4<sup>th</sup> day of June, 1998.

*Elizabeth Barta*

Notary Public  
My Commission Expires:

(SEAL)



Elizabeth Barta  
MY COMMISSION # CC507739 EXPIRES  
January 16, 2000  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED

FIRST--THAT SOVIERO FAMILY PARTNERS, INC., DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF DELRAY BEACH, STATE OF FLORIDA, NAMED ANTHONY C. SOVIERO OF SOVIERO FAMILY PARTNERS, INC. ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE

TITLE

PRESIDENT/DIRECTOR

DATE

6/4/98

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 PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

SIGNATURE

DATE

6/4/98

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