

P 98000052961

File 2nd

FILING COVER SHEET

REFERENCE:

D/63. 2708

DATE:

6-1-98

CONTACT:

CINDY HICKS

FROM:

CORPORATE & CRIMINAL RESEARCH SERVICES

103 N. MERIDIAN STREET

TALLAHASSEE, FL 32301

TELEPHONE:

222-1173

SUBJECT:

Parker - Willow Brook, Inc.

STATE FEES PREPAID WITH CHECK # 2569 FOR \$ 78.75

800002541908--5

-06/01/98--01023--020

*****78.75 *****78.75

PLEASE FILE:

☒ ARTICLES OF INC.

☐ AMENDMENT

☐ DISSOLUTION

☐ ANNUAL REPORT

☐ MERGER

☐ WITHDRAWAL

☐ QUALIFICATION

☐ LIMITED PARTNERSHIP

☐ ANNUAL REPORT

☐ FICTITIOUS NAME

☐ LIMITED LIABILITY

☐ REINSTATEMENT

☐ TRADEMARK/SERVICE

☐ UCC-1

☐ UCC-3

PROVIDE US WITH:

☐ CERTIFIED COPY

☒ CERTIFICATE OF STATUS

☒ STAMPED COPY

Examiner's Initials

BACKDATE TO
6/1/98

6

FILED

JUN 1 PM 2:38

RECEIVED

98 JUN 1 PM 3:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
98 JUN -1 AM 10:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

AFFIDAVIT

FILED

98 JUN 1 PM 2:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, Dave Knizner, being Vice President of PARKER-WILLOW BROOK, INC., a dissolved Florida corporation (hereinafter referred to as the "Corporation"), upon being sworn, does hereby certify as follows:

1. The Corporation (Florida Document No. P98000018926) has filed Articles of Dissolution effective as of June 1, 1998 with the Secretary of State of the State of Florida.

2. The Corporation has no intention of reinstating its Articles of Incorporation and hereby grants the right to use its corporate name to PARKER-WILLOW BROOK, INC., a Florida corporation ("Newco"), in connection with Newco's Articles of Incorporation dated as of May 29, 1998.

DATED this 11TH day of June, 1998.

FURTHER AFFIANT SAYETH NOT.

Under penalties of perjury, I declare that I have read the foregoing and that the facts alleged are true, to the best of my knowledge and belief.

PARKER-WILLOW BROOK, INC.,
a dissolved Florida corporation

By: [Signature]
Dave Knizner, Vice President

STATE OF FLORIDA
COUNTY OF LEE

The foregoing instrument was acknowledged before me this 11TH day of June, 1998, by Dave Knizner, as Vice President of PARKER-WILLOW BROOK, INC., a dissolved Florida corporation, on behalf of the corporation. He is personally known to me or has produced N/A as identification.

Christina Lee Chappell
NOTARY PUBLIC
Name: CHRISTINA LEE CHAPPELL
Serial No.: _____
My Commission Expires: _____



**ARTICLES OF INCORPORATION
OF
PARKER-WILLOW BROOK, INC.**

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98 JUN 1 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator to these Articles of Incorporation hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I
Name and Address

The name of this Corporation is: **PARKER-WILLOW BROOK, INC.** The mailing and street address of the Corporation is: 9400 Gladiolus Drive, Suite 250, Ft. Myers, Florida 33908.

ARTICLE II
Term of Existence

This Corporation shall have perpetual existence, commencing upon the date of filing of these Articles with the Florida Department of State.

ARTICLE III
Purpose

This Corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV
Powers

This Corporation shall have the power:

- (a) To have perpetual succession by its corporate name.
- (b) To sue and be sued, complain, and defend in its corporate name in all actions or proceedings.
- (c) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (d) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(e) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(f) To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

(g) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(h) To make contracts and guaranties and incur liabilities, borrow money at such rates of interest as this Corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(i) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(j) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida Business Corporation Act within or without the State of Florida.

(k) To elect or appoint officers and agents of this Corporation and define their duties and fix their compensation.

(l) To make and alter bylaws, not inconsistent with these Articles of Incorporation and the laws of this state, for the administration and regulation of the affairs of this Corporation.

(m) To make donations for the public welfare or for charitable, scientific or educational purposes.

(n) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(o) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(p) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(q) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

ARTICLE V Capital Stock

This Corporation is authorized to issue 10,000 shares of \$.01 par value common stock, which shall be designated Common Shares.

ARTICLE VI Initial Registered Office and Agent

The street address of the initial registered office of this Corporation is 201 N. Franklin Street, Suite 2100, Tampa, Florida 33602, and the name of its initial registered agent at such address is Stephen L. Kussner.

ARTICLE VII Initial Board of Directors

This Corporation shall have three (3) 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 names and addresses of the initial directors of this Corporation are:

<u>Name</u>	<u>Address</u>
Walter Turken	9400 Gladiolus Drive, Suite 250 Ft. Myers, Florida 33908
Adam Glick	9400 Gladiolus Drive, Suite 250 Ft. Myers, Florida 33908
John Reisman	9400 Gladiolus Drive, Suite 250 Ft. Myers, Florida 33908

ARTICLE VIII Incorporator

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

Name

Stephen L. Kussner

Address

201 N. Franklin Street
Suite 2100
Tampa, Florida 33602

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX

Bylaws

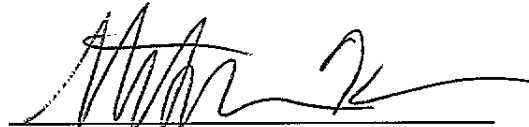
The power to adopt, alter, amend or repeal Bylaws shall be vested in the stockholders of this Corporation.

ARTICLE X

Amendment

These Articles of Incorporation may be amended in the manner provided by law.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 29th day of May, 1998.



Stephen L. Kussner

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the within-named Corporation, at the place designated herein, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.



Stephen L. Kussner

Dated: May 29th, 1998