

Law Offices

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**GARGANO & MARCHEWKA, L.L.P.**

2075 West First Street, Suite 203  
Fort Myers, Florida 33901  
941-337-2280  
FAX 941-337-7705

**Anthony J. Gargano**

Please reply to:  
P.O. Box 2527  
Fort Myers, Florida 33902-2527

June 10, 1998

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Secretary of State  
Division of Corporations  
Post Office Box 6237  
Tallahassee, Florida 32314

**Re: Articles of Incorporation for Adobe Gila's of Ohio, Inc.**

Dear Sir:

Enclosed please find one original and one (1) copy of the Articles of Incorporation of **Adobe Gila's of Ohio, Inc.** I am also enclosing a check made payable to the Secretary of State in payment of your required fees as follows:

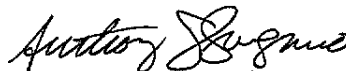
Filing Fee:	\$35.00
Registered Agent Filing Fee:	35.00
Certified Copy Fee:	<u>52.50</u>

**TOTAL: \$122.50**

After the Articles have been filed, please furnish me with a certified copy. Thank you for your cooperation and assistance in connection with this matter.

Sincerely,

GARGANO & MARCHEWKA, L.L.P.



Anthony J. Gargano

AJG/dc  
enclosures  
cc: client

APPROVED  
AND  
FILED  
98 MAY 12 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**Adobe Gila's of Ohio, Inc.**

Pursuant to Section 607.0202, Florida Statutes, the undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do/does hereby adopt the following Articles of Incorporation:

**ARTICLE 1. NAME**

The name of the Corporation is **Adobe Gila's of Ohio, Inc.**

**ARTICLE 2. DURATION**

The duration of the corporation is perpetual.

**ARTICLE 3. PURPOSE**

The general purposes for which the corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporations Act. No other purpose limits this general purpose in any way.

B. To do other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

**ARTICLE 4. CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Those shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

**ARTICLE 5. PRINCIPAL OFFICE**

The principal office and the mailing address for the corporation is **4411 Cleveland Avenue, Fort Myers, Florida 33901.**

**ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the corporation is **2075 West First Street, Suite 203, Fort Myers, Florida 33901** and the name of its Registered Agent at that address is **Anthony J. Gargano.**

APPROVED  
AND  
FILED  
98 MAY 12 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### **ARTICLE 7. INITIAL BOARD OF DIRECTORS**

The number of Directors constituting the initial Board of Directors is three. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws, but shall never be less than one. The name and address of each initial Directors of the Corporation is as follows:

David L. Lageschulte  
4411 Cleveland Avenue  
Fort Myers, FL 33901

Terry Brawner  
4411 Cleveland Avenue  
Fort Myers, FL 33901

Paul Lynch  
4411 Cleveland Avenue  
Fort Myers, Florida 33901

#### **ARTICLE 8. INCORPORATORS**

The name and address of each Incorporator is as follows:

Paul Lynch  
4411 Cleveland Avenue  
Fort Myers, Florida 33901

#### **ARTICLE 9. AMENDMENT**

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE 10. INDEMNIFICATION**

The corporation shall indemnify each officer, director, incorporator and registered agent including former officers, directors, incorporators, and registered agent to the full extent permitted by law.

#### **ARTICLE 11. STOCK TRANSFER RESTRICTIONS**

Shares of stock owned by each shareholder may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in the proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written

agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party.

#### **ARTICLE 12. BYLAWS**

The power to adopt, alter, amend and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a majority of the shareholders.

#### **ARTICLE 13. COMMENCEMENT OF CORPORATION EXISTENCE**

In accordance with Section 607.0203(1), Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles Of Incorporation.

#### **ARTICLE 14. SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote represented in person or by proxy shall constitute a quorum at a meeting of the Shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares entitled to vote shall be an act of the Shareholders.

#### **ARTICLE 15. DIRECTOR QUORUM AND VOTING**

A majority of the Directors shall constitute a quorum at a meeting of the Directors. If a quorum is present, the affirmative vote of a majority of all the Directors of the Corporation shall be an act of the Board of Directors.

#### **ARTICLE 16. DIVIDENDS**

Dividends may be paid to the Shareholders.

#### **ARTICLE 17. INFORMAL SHAREHOLDER ACTION**

Any action of the Shareholders may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.

#### **ARTICLE 18. INFORMAL DIRECTOR ACTION**

Any action of the Board of Directors may be taken without a meeting, if consent in writing, setting forth the action so taken shall be signed by all of the persons who are entitled to vote on such action at a meeting and filed with the Secretary of the Corporation as part of the corporate records.


#### **ARTICLE 19. SHAREHOLDER AGREEMENT**

The Shareholders or subscribers to stock of this Corporation shall be authorized to enter into any agreement between themselves and with the Corporation abridging, limiting, restricting or changing the rights or interests of any one or more of the Shareholders or subscribers of stock to sell, assign, mortgage, pledge,

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0505, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is **Adobe Gila's of Ohio, Inc.**
2. The name and address of the registered agent is: **Anthony J. Gargano.**
3. The address of the registered office of the Corporation is: **2075 West First Street, Suite 203, Fort Myers, Florida 33901.**

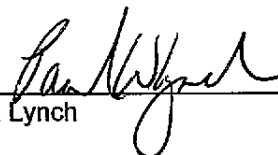
  
\_\_\_\_\_  
Paul Lynch, Incorporator  
June 10, 1998.

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 THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.

  
\_\_\_\_\_  
Anthony J. Gargano, Registered Agent  
June 10, 1998


hypothecate, or transfer on the books of the Corporation any and all of the shares of the Corporation. A copy of the agreement shall be filed with the Corporation and all certificates of stock shall state that they are subject to the terms of the agreement and the stock shall not thereafter be transferred on the books of the Corporation except in accordance with the terms and conditions of the Agreement.

IN WITNESS WHEREOF the undersigned have signed these Articles of Incorporation on June 10, 1998.

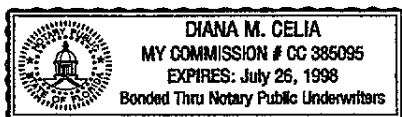
  
\_\_\_\_\_  
Paul Lynch

STATE OF FLORIDA    }  
                             }  
COUNTY OF LEE     }

The foregoing instrument was acknowledged before me this June 10, 1998 by Paul Lynch, who is personally known to me or produced N/A as identification.

  
\_\_\_\_\_  
NOTARY PUBLIC  
Diana M. Celia  
Printed Name

My Commission Expires:



APPROVED  
AND  
FILED  
98 MAY 12 PM 2:03  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA