

P98000060513

Foley + Lardner

Requestor's Name

Address

8778237

City/State/Zip

Phone #

200002582822--7  
-07/08/98--01049--007  
\*\*\*\*122.50 \*\*\*\*122.50

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Contravest Development, Inc.  
(Corporation Name) (Document #)

2. \_\_\_\_\_  
(Corporation Name) (Document #)

3. \_\_\_\_\_  
(Corporation Name) (Document #)

4. \_\_\_\_\_  
(Corporation Name) (Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

FILED  
98 JUL -8 PM 2:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
JUL -8 11:19  
JUL -8 1998

(S)

P. Hall

Examiner's Initials

**ARTICLES OF INCORPORATION  
OF  
CONTRAVEST DEVELOPMENT, INC.**

(a Florida corporation)

**THE UNDERSIGNED**, being of legal age and desiring to form a corporation (hereinafter referred to as the "Corporation") pursuant to the provisions of the Florida Business Corporation Act, as amended (such Act, as amended from time to time, is hereinafter referred to as the "Act"), executes the following Articles of Incorporation.

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**Name**

The name of the corporation is CONTRAVEST DEVELOPMENT, INC.

**ARTICLE II**

**Commencement of Corporate Existence**

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall have perpetual duration unless sooner dissolved according to law.

**ARTICLE III**

**Purpose and General Powers**

The general purpose of this Corporation shall be the transaction of any or all lawful business for which corporations may be incorporated under the Act. This Corporation shall have all of the powers enumerated in the Act and all such other powers as are not specifically prohibited to corporations for profit under the laws of the State of Florida.

**ARTICLE IV**

**Capital Stock**

A. **Number and Class of Shares authorized; Par Value**

The aggregate number of shares which the Corporation shall have authority to issue is 1,000,000 shares of common stock having a par value of One Cent (\$0.01) per share which shall be designated "Common Stock."

B. **Voting Rights**

The Common Stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding Common Stock shall have no cumulative voting rights in any election of directors of the Corporation.

C. No Preemptive Rights

No holder of shares of any class of the capital stock of the Corporation shall have as a matter of right any preemptive or preferential right to subscribe for, purchase, receive, or otherwise acquire any part of any new or additional issue of stock of any class, whether now or hereafter authorized, or any bonds, debentures, notes, or other securities of the Corporation, whether or not convertible into shares of stock of the Corporation.

**ARTICLE V**

**Initial Registered Office and Agent; Principal Place of Business**

The initial registered office of this Corporation shall be located at the City of Heathrow, County of Seminole and State of Florida, and its address there shall be, at present, 250 International Parkway, Suite 220, Heathrow, Florida 32746, and the initial registered agent of the Corporation at that address shall be Gerald D. Ogier. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles of Incorporation. The principal place of business and the mailing address of the Corporation shall be: 250 International Parkway, Suite 220, Heathrow, Florida 32746.

**ARTICLE VI**

**Initial Board of Directors**

The initial Board of Directors of the Corporation shall consist of three (3) directors. The name and street address of the directors of this Corporation are:

Gerald D. Ogier  
250 International Pkwy  
Suite 220  
Heathrow, FL 32746

John A. Schaffer  
250 International Pkwy  
Suite 220  
Heathrow, FL 32746

David G. McDaniel  
250 International Pkwy  
Suite 220  
Heathrow, FL 32746

The number of Directors of this Corporation shall be the number from time to time fixed by the Shareholders, or by the Directors, in accordance with the terms and conditions of the Bylaws, but at no time shall said number of Directors be less than one.

**ARTICLE VII**

**Incorporator**

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Daniel T. O'Keefe, Esquire  
Foley & Lardner  
111 North Orange Avenue, Suite 1800  
Orlando, FL 32801

**ARTICLE VIII**

**Bylaws**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

**ARTICLE IX**

**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 X**

**Headings and Captions**

The headings or captions of these various Articles of Incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

IN WITNESS WHEREOF, the undersigned does hereby make and file these Articles of Incorporation declaring and certifying that the facts stated herein are true, and hereby subscribes thereto and hereunto sets his hand and seal this 22<sup>nd</sup> day of June, 1998.

Daniel T. O'Keefe  
Daniel T. O'Keefe, Incorporator

STATE OF FLORIDA  
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of June, 1998, by Daniel T. O'Keefe. Such person did not take an oath and: *(notary must check applicable box)*

- ☒ is/are personally known to me.
- ☐ produced a current Florida driver's license as identification.
- ☐ produced \_\_\_\_\_ as identification.

{Notary Seal must be affixed}

Virginia A. Main  
Signature of Notary  
OFFICIAL NOTARY SEAL  
VIRGINIA A. MAIN  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC506619  
Name of Notary  
My Commission Expires NOV. 20 1999  
(Notary Type, Printed or Stamped)

Commission Number (if not legible on seal): \_\_\_\_\_

My Commission Expires (if not legible on seal): \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED  
AGENT UPON WHOM PROCESS MAY BE SERVED**

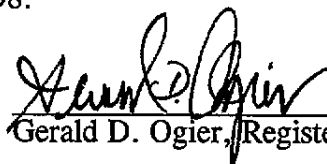
In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

**Contravest Development, Inc.**, (the "Corporation") desiring to organize as a domestic corporation or qualify under the laws of the State of Florida has named and designated Gerald D. Ogier as its Registered Agent to accept service of process within the State of Florida with its registered office located at 250 International Parkway, Suite 220, Heathrow, FL 32746.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for the Corporation at the place designated in this Certificate, I hereby agree to act in this capacity; and I am familiar with and accept the obligations relating to service as a registered agent, as the same may apply to the Corporation; and I further agree to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Corporation relating to the proper and complete performance of my duties as Registered Agent.

Dated this \_\_\_\_th day of June, 1998.



Gerald D. Ogier, Registered Agent

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TALLAHASSEE, FLORIDA