

TRANSMITTAL LETTER

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

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-07/13/98--01114--005

\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: FIF Investments, Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

FROM: Nancy N. Orcutt  
Name (printed or typed)  
c/o Berenbaum, Weinshienk & Eason, P.C.  
370 - 17th St., #2600  
Address  
Denver, CO 80202  
City, State & Zip  
(303) 825-0800  
Daytime Telephone number

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JUL 13 PM 3:28

Please forward confirmation of the filing to the undersigned at the address given in the letterhead. If you have any questions, please contact me at (303) 592-8357. Thank you for your assistance.

NOTE: Please provide the original and one copy of the articles.

RP  
07-16-98

**ARTICLES OF INCORPORATION**

**OF**

**FIF INVESTMENTS, INC.**

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**Name**

The name of the corporation is FIF Investments, Inc. ("Corporation").

**ARTICLE II**

**Principal Place of Business**

The principal place of business and the mailing address of the Corporation is 6859 Satinleaf Road South, #103, Naples, Florida 34109.

**ARTICLE III**

**Registered Agent**

The address of the initial registered office of the Corporation in the State of Florida is 6859 Satinleaf Road South, #103, Naples, Florida 34109; and the name of the registered agent for the Corporation in the State of Florida at such address is James H. Bleakley.

#### ARTICLE IV

##### Business

The nature of the business and purpose of the Corporation is the transaction of all lawful business for which corporations may be incorporated pursuant to the Florida Business Corporation Act, as the same may be amended from time to time.

#### ARTICLE V

##### Internal Affairs

Provisions for the organization of the internal affairs of the Corporation are:

(a) The Board of Directors shall have the power to make, alter, amend and repeal the Bylaws.

(b) Cumulative voting shall not be allowed in the election of directors.

(c) The Board of Directors is empowered to authorize the payment of compensation to the officers and directors for services to the Corporation and to determine the amount of such compensation or fees.

(d) Shareholders of the Corporation shall not have the preemptive right to acquire unissued or treasury shares or securities convertible into or carrying the right to acquire such shares.

(e) The Board of Directors, in addition to the other powers now or hereafter conferred upon it by these Articles of Incorporation, the Bylaws of the Corporation, or by the laws of the State of Florida, may from time to time distribute to the shareholders in partial liquidation, out of the capital of the Corporation, a portion of the corporate assets, in cash or in kind; subject, however, to the limitations contained in the Florida Business Corporation Act.

(f) All outstanding shares shall share equally in dividends, other distributions to shareholders and upon liquidation. Dividends shall be payable at the discretion of the Board of Directors of the Corporation at such times and in such amounts as it deems advisable; subject, however, to the provisions of any applicable law.

(g) The Board of Directors may restrict the transfer of any of the Corporation's issued shares by giving the Corporation and/or any shareholder a "first right of refusal to purchase" the shares, by making the shares redeemable, or by restricting the transfer of the shares under such terms and in such manner as the directors may deem appropriate and as are not inconsistent with the laws of the State of Florida, provided that no restrictions shall affect any issued shares without the written consent of the holder of such shares. Any shares so restricted must carry a conspicuous legend noting the restriction and the place where such restriction may be found in the records of the Corporation.

(h) A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE VI

##### Duration

The Corporation is to have perpetual existence.

#### ARTICLE VII

##### Capital

The capital stock of the Corporation shall consist of 50,000 shares. All of such shares are of one class and are shares of common stock, all of which shall be fully paid and non-assessable upon issue.

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## ARTICLE VIII

### Directors

The number of directors of the Corporation shall not be less than one nor more than seven. Subject to the foregoing limitation, the number of directors, which shall constitute the whole Board of Directors, shall be fixed by, or in the manner provided in, the Bylaws.

## ARTICLE IX

### Director's Liability

A director of this Corporation shall not be liable to this Corporation or its shareholders for monetary damages for breach of his or her fiduciary duty as a director.

## ARTICLE X

### Indemnification

The Corporation shall indemnify any director against any liability asserted against or incurred by him or her in such capacity or arising out of his or her status as a director to the maximum extent permitted by law. "Director," for purposes of this Article, shall mean any individual who is or was a director of the Corporation and any individual who, while a director of the Corporation, is or was serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan. The Corporation will pay for or reimburse the reasonable expenses (including attorney's fees) incurred by a director who is a party to a proceeding in advance of final disposition to the maximum extent permitted by law. The Corporation will indemnify and advance expenses to any officer, employee or agent who is not a director as may be authorized by the Board of Directors (in their discretion) or when required

by applicable law. The Corporation may purchase and maintain insurance on behalf of any individual who is or was a director, officer, employee, fiduciary or agent of the Corporation, and who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary or agent of any other foreign or domestic corporation or of any partnership, joint venture, trust, other enterprise, or employee benefit plan against any liability asserted against or incurred by him or her in such a capacity or arising out of his or her status as such, whether or not the Corporation would have had the power to indemnify him or her against such liability under applicable law.

#### ARTICLE XI

##### Conflicts of Interest

No contract or other transaction between the Corporation and one or more of its directors or officers or any other corporation, firm, association or entity in which one or more of its directors or officers are directors or officers or in which they have a financial interest shall be void or voidable solely for that reason if the contract or other transaction is authorized in accordance with the applicable provisions of the Florida Business Corporation Act.

ARTICLE XII

Amendments

The Corporation reserves the right to amend, alter, change or repeal any provision contained in, to add any provision to, or to restate its Articles of Incorporation from time to time, in any manner now or hereafter prescribed or permitted by the Florida Business Corporation Act, and all rights and powers conferred upon directors and shareholders hereby are granted subject to this reservation.

ARTICLE XIII

Incorporator

The name and address of the Incorporator are:

Nancy N. Orcutt  
Berenbaum, Weinshienk & Eason, P.C.  
370 - 17th Street, #2600  
Denver, Colorado 80202

Dated this 10th day of July, 1998.

  
\_\_\_\_\_  
NANCY N. ORCUTT, Incorporator

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

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, 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: FIF Investments, Inc.

2. The name and address of the registered agent and office is:

James H. Bleakley

(Name)

6859 Satinleaf Road South, #103

(P.O. Box not acceptable)

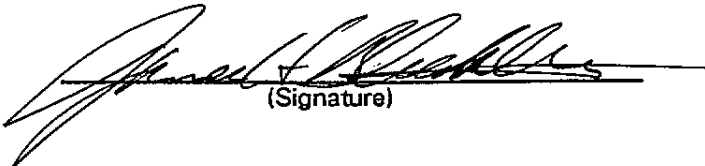
Naples, FL 34109

(City/State/Zip)

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SECRETARY OF STATE  
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*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(Signature)