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FLORIDA DIVISION OF CORPORATIONS
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FROM: GUNSTER, YOAKLEY, ETAL. (WEST PALM BEACH) ACCT#: 076117000420

CONTACT: CHARLOTTE DARLING

PHONE: (561)650-0729

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NAME: PREMIER ESCROW COMPANY

AUDIT NUMBER.....H98000014279

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

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**ARTICLES OF INCORPORATION
OF
PREMIER ESCROW COMPANY**

Article I

Name

The name of the corporation is Premier Escrow Company.

Article II

Duration

This corporation shall have a perpetual existence.

Article III

Purpose

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

Article IV

Address

The principal place of business or mailing address of this corporation shall be:

151 Royal Palm Way
Palm Beach, Florida 33480

Bernard R. Baker, III, Esq.
FL BAR # 213942
Gunster, Yoakley, Valdes-Fauli
& Stewart, P.A.
777 S. Flagler Dr., Suite 500E
West Palm Beach, FL 33401
(561) 655-1980

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Article V

Capital Stock

This corporation is authorized to issue 1,000 shares of ONE CENT (\$.01) par value per share common stock.

Article VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 777 S. Flagler Drive, Suite 500 East, West Palm Beach, Florida 33401, and the name of the initial registered agent of this corporation at the address is Bernard R. Baker, III.

Article VII

Incorporator

The name and address of the incorporator to these Articles of Incorporation are:

Bernard R. Baker, III
777 S. Flagler Drive, Suite 500 East
West Palm Beach, Florida 33401

Article VIII

Powers

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

Article IX

Indemnification

Provided the person proposed to be indemnified satisfies the requisite standard of conduct for permissive indemnification by a corporation as set forth in the applicable provisions of the Florida Business Corporation Act (currently, Sections 607.0850 (1) and (2) of the Florida Statutes), as the same may be amended from time to time, the corporation shall indemnify its officers and directors, and may indemnify its employees and agents, to the fullest extent permitted by the

H98000014279

provisions of such Law, as the same may be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil, criminal, administrative or investigative action, suit or proceeding (other than in an action, suit or proceeding brought by this corporation upon authorization of the Board of Directors) or other matters referred to in or covered by said provisions, including advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, both as to action in their official capacity and as to action in any other capacity while an officer, director, employee or other agent. Expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative or investigative action, suit or proceeding shall be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified by the corporation as authorized in this Article. Such expenses (including attorneys' fees) incurred by other employees and agents shall also be so paid upon such terms and conditions, if any, as the Board of Directors deems appropriate. The indemnification and advancement of expenses provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of stockholders or directors or otherwise, both as to action in his or her 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, officer, employee or agent, and shall inure to the benefit of the heirs and personal and other legal representatives of such a person. Except as otherwise provided above, an adjudication of liability shall not affect the right to indemnification for those indemnified.

Article X

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 shareholder(s) is subject to this reservation.

H98000014279

Article XI

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.

Dated: July 31, 1998



Bernard R. Baker, III, Incorporator

H98000014279

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as registered agent and to accept service of process for Premier Title Escrow Services Co., a Florida corporation (the "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.

REGISTERED AGENT:

BY: 

Bernard R. Baker, III

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