

Parrish & Moore, P.A.

ATTORNEYS AT LAW



2171 Pine Ridge Road
Naples, Florida 34109

Phone: (941) 566-2013
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December 28, 1998

Please reply to:

Alan B. Fields
Of Counsel
P.O. Box 1367
Naples, FL 34106

Direct: (941) 643-1550
Fax (941) 262-8515

P98000108252

Florida Secretary of State
Division of Corporations
P.O. Box 6327
409 East Gaines Street
Tallahassee, Florida 32314

700002725137--3

-12/29/98--01069--003
*****122.50 *****78.75

Re: Colbyco of Southwest Florida, Inc.

Ladies & Gentlemen:

You will find enclosed 2 sets of Articles of Incorporation for Colbyco of Southwest Florida, Inc. for filing, together with a check for \$122.50 in payment of the following:

Filing Fees	\$35.00
Certified Copy	52.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

FILED
98 DEC 29 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

When these have been filed, please return a certified copy to me at P.O. Box 1367, Naples, FL 34106. Thank you for your assistance.

Sincerely,

Alan B. Fields

ABF:hs

Enclosures

2 Sets of Articles
Check

RECEIVED

DEC 31 1998

Articles of Incorporation

of

Colbyco of Southwest Florida, Inc.

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME

The name of the Corporation shall be Colbyco of Southwest Florida, Inc.

ARTICLE II - DURATION

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the Corporation shall be at 443 La Peninsula Boulevard, Naples, Florida 34113

ARTICLE IV - PURPOSES AND POWERS

The purpose of the Corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida

ARTICLE V - AUTHORIZED STOCK

The Corporation is authorized to issue one thousand (1,000.00) shares of stock with a par value of ten cents (\$0.10). Such stock shall be of a single class.

ARTICLE VI - REGISTERED AGENT

The initial Registered Agent is Alan B. Fields. The initial Registered Office of the Corporation is Parrish & Moore, P.A. 2191 Pine Ridge Road, P.O. Box 1367, Naples, FL 34106, Naples, Florida 34106. The Registered Agent and the Registered Office may be changed by the Board of Directors at any time.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the initial Board of Directors of the Corporation are as follows:

Peter Raymond Fermino, Jr.

443 La Peninsula Boulevard
Naples, Florida 34113

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TALLAHASSEE, FLORIDA

ARTICLE VIII - INCORPORATOR

The name and address of the Incorporator is:

Alan B. Fields
770 Parkshore Drive
P.O. Box 1367
Naples, FL 34106

ARTICLE IX - AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE X - INDEMNIFICATION

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.0850(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.0850(3) Florida Statutes or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.0850(4) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.0850(9).

IN WITNESS WHEREOF, the undersigned Incorporator does hereby execute these Articles of Incorporation on December 28, 1998.



Alan B. Fields, Incorporator

ACKNOWLEDGMENT

STATE OF FLORIDA

COUNTY OF COLLIER

The foregoing instrument was acknowledged before me on December 28, 1998 by Alan B. Fields ☐ who is personally known to me or ☐ who has produced _____ as identification and who did not take an oath.

[Seal]

Bonnie J. Burger

Typed or Printed Name Bonnie J. Burger
Commission # CC 756948
Expires July 6, 2002
BONDED THRU
ATLANTIC BONDING CO., INC.

Title or Rank _____

Serial Number, if Any _____

ACCEPTANCE BY REGISTERED AGENT

I, Alan B. Fields, hereby accept the appointment as Registered Agent for Colbyco of Southwest Florida, Inc. and acknowledge my acceptance below with my signature below, as of December 28, 1998.

Alan B. Fields

Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA