

P99000003696

**RALF G. BAHR**

3200 North Federal Highway,  
Boca Plaza Suite 206-16  
Boca Raton, FL 33431  
Tel.: (561) 394-4014 Fax: (561) 394-9410

January 4, 1998

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

700002737017--3  
-01/11/99--01128--014  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Incorporation of a For Profit Corporation

Subject: **RCI Advisory Corporation..**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a money order for:

☐ \$70.00  
Filing Fee

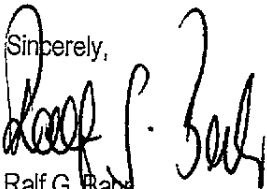
☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee  
Certified Copy  
& Certificate

If you have any questions do not hesitate to contact me at (561) 394-4014

Sincerely,



Ralf G. Bahr  
encl.

**FILED**  
99 JAN 11 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

clb  
1-13-99  
6

# ARTICLES OF INCORPORATION

OF

## ***RCI Advisory Corporation***

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

### **ARTICLE 1 - NAME**

The name of the Corporation is

***RCI Advisory Corporation***

(hereinafter, "Corporation").

**FILED**  
99 JAN 11 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### **ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### **ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 3200 North Federal Highway, Suite 206-16, Boca Raton, Florida 33431 and the mailing address is the same.

### **ARTICLE 4 - INCORPORATOR**

The name and street address of the Incorporator of this Corporation is:

Ralf G. Bahr  
3200 N. Federal Hwy. Suite 206-16  
Boca Raton, Florida 33431

## **ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

|            |              |
|------------|--------------|
| President: | Ralf G. Bahr |
| Secretary: | Ralf G. Bahr |
| Treasurer: | Ralf G. Bahr |

whose addresses shall be the same as the principal address of the Corporation.

## **ARTICLE- 6 - CORPORATION INDEMNIFICATION PLAN**

The corporation will indemnify any person:

(1) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suite, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by, or in the right of, the corporation) by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014;

(2) Who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise against such costs and expenses, and to the extent and in the manner provided in Florida Statute 607.014. The extent, amount, and eligibility for the indemnification provided herein will be made by the Board of Directors. Said determinations will be made by a majority vote of a quorum consisting of directors who were not parties to such action, suit, or proceeding or by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit, or proceeding.

The corporation will have the power to make further indemnification as provided in Florida Statute 607.014(6) except to indemnify any person against gross negligence or willful misconduct.

The corporation is further authorized to purchase and maintain insurance for indemnification of any person as provided herein and to the extent provided in Florida Statutes 607.014(8) and 607.014(9).

## **ARTICLE 7 - DIRECTOR (S)**

The Director(s) of the Corporation shall be:

**Ralf G. Bahr**

whose addresses shall be the same as the principal address of the Corporation.

## **ARTICLE 8 - CORPORATE CAPITALIZATION**

1. The maximum number of shares that this Corporation is authorized to have outstanding at any time is **TEN THOUSAND (10,000)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

2. No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

3. The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

4. The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

## **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is:

3200 North Federal Highway, Suite 206-16, Boca Raton, Florida 33431

The name and address of the registered agent of this Corporation is:

**Ralf G. Bahr**

3200 North Federal Highway, Suite 206-16, Boca Raton Florida 33431

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the By-laws.

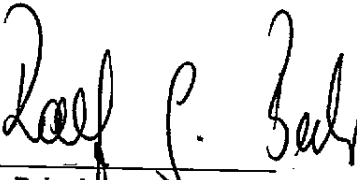
#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

### ARTICLE 15 - AMENDMENT

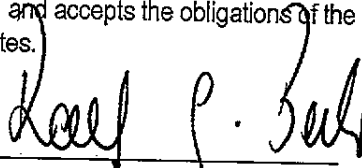
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this 4<sup>th</sup> day of January 1999

  
\_\_\_\_\_  
Ralf G. Bahr, Incorporator

### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named to accept service of process for the above state corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
\_\_\_\_\_  
Ralf G. Bahr

**FILED**  
99 JAN 11 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA