

LUTZ, WEBB, BOBO & EASTMAN  
LAWYERS

CAROLE A. BANKS  
J. ALLEN BOBO  
DAVID D. EASTMAN  
JODY B. GABEL  
MARK A. HASKINS  
DOUGLAS B. LUMPKIN  
SUSAN W. LURVEY  
H. ROGER LUTZ  
CHARLES W. TELFAIR, IV  
RICHARD S. WEBB, IV

101 SOUTH MONROE STREET  
TALLAHASSEE, FLORIDA 32301  
  
MAILING ADDRESS:  
POST OFFICE BOX 1569  
TALLAHASSEE, FLORIDA 32302-1569  
  
TELEPHONE: (850) 521-0890  
TOLL FREE: (877) 521-0890  
FAX: (850) 521-0891

SARASOTA OFFICE:  
ONE SARASOTA TOWER  
TWO NORTH TAMiami TRAIL  
FIFTH FLOOR  
SARASOTA, FLORIDA 34236  
  
TELEPHONE: (941) 951-1800  
TOLL FREE: (877) 951-1800  
FAX: (941) 366-1603  
E-MAIL: LUTZWEBB@KUDOS.NET

PLEASE REPLY TO: TALLAHASSEE

January 28, 1999

799000008861

VIA HAND-DELIVERY

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

700002757837--9  
-01/23/99--01003--007  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

RE: Lamplight Village, Inc.

Dear Madam/Sir:

Enclosed for filing are the original Articles of Incorporation, with one copy, for the above referenced for-profit corporation together with a check in the amount of \$87.50 made payable to "Department of State" to cover the costs of the filing fee, certified copy and certificate of status.

Please call Pam Mills locally at 521-0890 when the documents are ready for pick-up or if you have any questions concerning the filing. Thank you very much for your assistance.

RECEIVED  
99 JAN 28 PM 4:59  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SEA/pam  
Enclosures

Sincerely,

*Susan E. Avellone*  
Susan E. Avellone, CLA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 JAN 28 PM 4:55

FILED

FILED  
99 JAN 28 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**LAMPLIGHT VILLAGE , INC.**

I, the undersigned, for the purposes of forming a corporation for profit pursuant to the laws of the State of Florida, do hereby make, subscribe, acknowledge and file the following Articles of Incorporation.

**ARTICLE I**

**NAME**

The name of the Corporation shall be:

Lamplight Village , Inc.

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall exist perpetually or until dissolved by due process of law.

**ARTICLE III**

**PURPOSE**

This corporation is organized for the general purpose of transacting any or all lawful business permitted under the laws of the United States and the State of Florida.

#### **ARTICLE IV**

#### **CAPITAL STOCK**

This Corporation is authorized to issue par value common stock as described below, and none other:

Maximum Number of Shares: 1,000

Par Value Per Share: \$ -0-

The authorized shares of par value common stock may be issued only for a consideration having a value, in the judgment of the Board of Directors, equivalent at least to the full par value of the stock so to be issued. Such consideration may be in the form of cash, real property, tangible personal property, intangible personal property, labor or services rendered, other than future services, or any combination of the foregoing.

Each share of common stock of this Corporation shall entitle the holder of record thereof to one vote upon each proposal presented at lawful meetings of the Shareholders. No holder of common stock of this Corporation shall be entitled to any right of cumulative voting.

#### **ARTICLE V**

#### **PREEMPTIVE RIGHTS**

The Corporation may provide for preemptive rights of stockholders pursuant to provisions of its By-laws, but no preemptive rights shall exist unless specifically approved for inclusion in the By-laws.

## **ARTICLE VI**

### **INITIAL REGISTERED OFFICE AND AGENT**

The initial street address of the registered office of this Corporation in the State of Florida shall be:

8624 4<sup>th</sup> Street North

St. Petersburg, Florida 33702

The Corporation may also maintain its principal office and branch offices at such places and in such states and foreign countries as the Board of Directors may from time to time by resolution provide.

The name of the initial Registered Agent of this Corporation at the aforementioned address is: Carol Hunter.

## **ARTICLE VII**

### **INITIAL BOARD OF DIRECTORS**

The business of this Corporation shall be conducted by a Board of Directors of not less than one (1), nor more than fifteen (15) persons. The Board of Directors shall be elected at the annual meeting of the stockholders of this Corporation, which meeting shall be held at such time as provided by the By-Laws. They shall hold office until their successors are elected or appointed and have qualified, unless otherwise provided by the By-Laws.

The name and street address of the initial director who is to conduct the affairs of this Corporation until the first meeting and election and qualification of his successor:

NAME

ADDRESS

Carol Hunter

8624 4<sup>th</sup> Street North  
St. Petersburg, Florida 33702

ARTICLES VIII

INCORPORATOR

The name and address of the individual signing these Articles of Incorporation is:

NAME

ADDRESS

Carol Hunter

8624 4<sup>th</sup> Street North  
St. Petersburg, Florida 33702

ARTICLE IX

CORPORATE ADDRESS

The address of the Corporation shall be:

8624 4<sup>th</sup> Street North  
St. Petersburg, Florida 33702

## **ARTICLE X**

### **MISCELLANEOUS**

1. No contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this Corporation is or are interested in, or is a director or officer of such other corporation.

2. Upon election of the Board of Directors by the stockholders, such Board shall manage the business and affairs of the corporation, without the need of further authorization from the stockholders, except as provided by law, or otherwise herein.

3. The initial By-Laws of this Corporation shall be adopted by the Board of Directors. The By-Laws may be amended from time to time by either the Shareholders or the Directors. The Shareholders may amend, alter, or repeal any By-Law adopted by the Directors. The Directors may not alter, amend or repeal any By-Law adopted by the Shareholders, nor may the Directors adopt By-Laws which would be in conflict with the By-Laws adopted by the Shareholders.

4. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in a manner now or hereafter prescribed by law; and all rights conferred upon Stockholders herein are granted subject to that reservation.

5. Any Incorporator or Shareholder present at any meeting, either in person or by proxy, and any Directors present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

6. The Corporation shall indemnify all Officers and Directors of the Corporation to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation, this 26<sup>th</sup> day of January, 1999.

Carol Hunter (SEAL)  
CAROL HUNTER

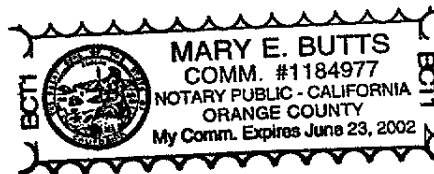
STATE OF CALIFORNIA       )  
                                      ) SS:  
COUNTY OF ORANGE       )

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Carol Hunter, who executed the foregoing Articles of Incorporation for the purposes herein expressed. She is personally known to me or has produced Driver's License as identification, and she did not take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, in the State and County aforesaid, this 26<sup>th</sup> day of January, 1999.

Mary E. Butts  
NOTARY PUBLIC

My Commission Expires: 6-23-02



The Undersigned hereby accepts designation as Registered Agent of the Corporation.

  
CAROL HUNTER

In pursuance of Chapter 607.34 Florida Statutes, the following is submitted, in compliance with said Act: First that Lamplight Village, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the articles of incorporation at 8624 4<sup>TH</sup> Street North, St. Petersburg, County of Pinellas, State of Florida, has named Carol Hunter, located at 8624 4<sup>TH</sup> Street North, St. Petersburg, County of Pinellas, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

  
Registered Agent

lhunter@articles.inc

FILED  
99 JAN 28 PM 4:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA