

Division of Corporations

Page 1 of 1

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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations
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Account Number : I19990000021
Phone : (904) 356-2600 Attn: Angie Larson
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FLORIDA PROFIT CORPORATION OR P.A.

TLR Properties, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
TLR PROPERTIES, INC.

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I: NAME

The name of the corporation is **TLR PROPERTIES, INC.**

ARTICLE II: PRINCIPAL OFFICE OR MAILING ADDRESS

The principal office of the corporation is 148 North Cove Drive, Ponte Vedra Beach, Florida. The mailing address of the corporation is 148 North Cove Drive, Ponte Vedra Beach, Florida 32082.

ARTICLE III: CAPITAL STOCK

(a) **Authorized Shares.** The total number of shares that may be issued by the corporation is 100,000 having a par value of \$.10 per share. Each of the shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the shareholders. All or any part of the capital stock may be paid for in cash or in property at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid fully for and shall be nonassessable.

(b) **Capital Stock.** The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

(c) **Corporate Liquidation and Dissolution.** In the event of voluntary or involuntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the corporation.

(d) **Preemptive Rights.** Shareholders shall have no preemptive rights.

(e) **Cumulative Voting.** Cumulative voting shall not be permitted.

(f) **Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is John E. Lawlor, III.

ARTICLE V: INCORPORATOR

The name and street address of the incorporator of this corporation are:

John E. Lawlor, III	1 Independent Drive
	Suite 2600
	Jacksonville, Florida 32202

ARTICLE VI: DIRECTORS

(a) **Number.** The corporation shall have one director initially. The number of directors may be changed from time to time by bylaws adopted by the shareholders.

(b) **Initial Board of Directors.** The name and address of the initial board of directors until the first annual meeting of the shareholders, are as follows:

Thomas L. Richmond	148 North Cove Drive
	Ponte Vedra Beach, Florida 32082

(c) **Compensation.** The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) **Indemnification.** The Board of Directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

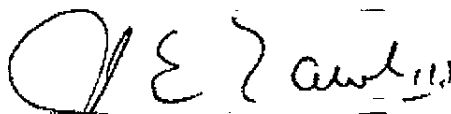
ARTICLE VII: BYLAWS

The initial Bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

ARTICLE VIII: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles of Incorporation this 4 day of June, 1999.

A handwritten signature in dark ink, appearing to read "John E. Lawlor, II", is written over a horizontal line.

John E. Lawlor, II, Incorporator

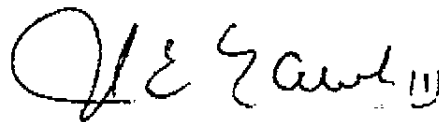
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That **TLR Properties, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Certificate of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named John E. Lawlor, III, located at 1 Independent Drive, Suite 2600, Jacksonville, Florida 32202, County of Duval, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT: (MUST BE DESIGNATED AGENT)

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.



John E. Lawlor, III
(Resident Agent)

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