

Law Offices of  
*Herbert E. Gould*

Attorney at Law

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P99000088108

September 7, 1999

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

100003003561--1  
-10/04/99--01032--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation  
of  
AUSTIN-DARA CORP., INC.

Dear Sir:

Please find enclosed the original and two (2) copies of the Articles of Incorporation on the above referred company together with my check payable to the order of the Secretary of State in the amount of \$78.75 to cover the cost of the filing fee.

I would appreciate your taking those steps necessary for filing of the Articles and thank you in advance for your anticipated assistance.

Very truly yours,

*Herbert E. Gould*  
Herbert E. Gould, Esquire

HEG/srs  
Enclosures

FILED  
99 OCT -4 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Herbert E. Gould* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT Article I  
DATE 10/6/99  
DOC. EXAM (1/2)

10/6/99

**ARTICLES OF INCORPORATION**

**OF**

**AUSTIN-DARA CORP., INC.**

99 OCT -4 AM 9:05  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, subscribers to these ARTICLES OF INCORPORATION, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

**ARTICLE I**

**NAME**

The name of the corporation is AUSTIN-DARA CORP., INC.  
Principle address: 244 41st Avenue St., Pete Beach, FL 33706

**ARTICLE II**

**TERM OF EXISTENCE**

The duration of the corporation is perpetual.

**ARTICLE III**

**NATURE OF BUSINESS**

The general purpose for which the corporation is organized is:

1.

To engage in the business of buying and selling real estate in the State of Florida.

2.

To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.

3.

To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV.**

**GENERAL POWERS**

The corporation shall have power:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist its officers and employees in accordance with section 607.141, Florida Statutes.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations by mortgage or pledge of all or any of its property, franchises, and income.

- (g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.
- (h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.
- (i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.
- (j) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for the administration and regulation of the affairs of the corporation.
- (k) To make donations for the public welfare or for charitable, scientific, or educational purposes.
- (l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.
- (m) To pay pensions and establish and carry out pension plans, profit sharing plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers and employees of its subsidiaries.
- (n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at this death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, general partner, limited partner, member, associate, or manager of any corporation, partnership, limited partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purposes.

**ARTICLE V**

**CAPITAL STOCK**

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND. Such shares shall be of a single class, and shall have a par value of One (\$1.00) Dollar.

**ARTICLE VI**

**ADDRESS**

The street address of the initial registered office of the corporation is 3836 Central Avenue, St. Petersburg, Florida 33711 and the name of its initial registered agent is Herbert E. Gould.

**ARTICLE VII**

**DIRECTOR**

The number of directors constituting the initial BOARD OF DIRECTORS is one (1).

The name and address of the person who is to serve as members of the initial BOARD OF DIRECTORS are:

**NAME**

**ADDRESS**

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James R. Gibbs

244 41st Avenue  
St. Pete Beach, FL 33706

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**ARTICLE VIII**

**INCORPORATOR**

The name and address of the INCORPORATOR is:

NAME

ADDRESS

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Herbert E. Gould, Esquire

3836 Central Avenue  
St. Petersburg, Florida 33711

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**ARTICLE IX**

**PREEMPTIVE RIGHTS**

Each stockholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

**A.**

Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the ARTICLES OF INCORPORATION as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

**B.**

Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is

adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the cause. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors (subject to the approval of a majority of stockholders) that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceeding by judgement, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, or itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

**B.**

The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therein, without the necessity of an independent determination that such director, officer, employees, or agent met any appropriate standard of conduct.

attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE X**

**DIRECTORS - INDEMNIFICATION**

**A.**

The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is a 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 expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him in connection with such action, suit, or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he had not reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the



**C.**

The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall insure to the benefit of the heirs, executors, and administrators of such person.

**D.**

In addition to the indemnification provided for herein, the corporation shall have power to make any other of further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

**E.**

If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, and the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

**ARTICLE XI**

**DIRECTORS - INSURANCE AGAINST PROFESSIONAL LIABILITY**

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who

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 any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

## **ARTICLE XII**

### **CAPITAL STRUCTURE - SUBCHAPTER S CORPORATION**

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable to only the natural persons who are non-resident aliens.

## **ARTICLE XIII**

### **CORPORATION'S RIGHT OF FIRST REFUSAL**

No stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the stockholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such shares, the stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his death on the terms set forth

above, and this provision shall be binding on the executor, administrator, or personal representative of each stockholder.

Each share certificate issued by the corporation shall have printed or stamped thereon the following legend: "THESE SHARES ARE HELD SUBJECT TO CERTAIN TRANSFER RESTRICTIONS IMPOSED SUCH ARTICLES IS ON FILE AT THE PRINCIPAL OFFICE OF THE CORPORATION."

Executed by the undersigned on the 30 day of Sept, 1999.

*[Handwritten Signature]*  
\_\_\_\_\_  
Herbert E. Gould-Incorporator

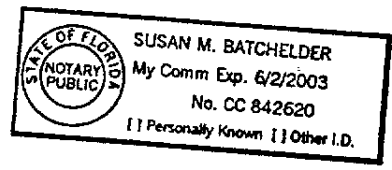
STATE OF FLORIDA     )  
COUNTY OF PINELLAS )

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgements, HERBERT E. GOULD, ESQUIRE, to me well known to be the person described in and who executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at St. Petersburg, in the County of Pinellas and the State of Florida, this 30<sup>th</sup> day of Sept., 1999.

*[Handwritten Signature]*  
\_\_\_\_\_  
Notary Public, State of Florida

My Commission Expires:



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

Pursuant to Chapter 48.09, Florida Statutes, the following is submitted in compliance with said Act:

That AUSTIN-DARA CORP., INC. is desiring to organize under the laws of the State of Florida with its principal office as indicated in the ARTICLES OF INCORPORATION, at the City of St. Petersburg, County of Pinellas, State of Florida, has named HERBERT E. GOULD, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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

  
RESIDENT AGENT

FILED  
99 OCT -4 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA