

P 99000096311

Cypress Management Services of Florida, Inc.

707 Spruce Street

Lake Placid, Florida 33852

(941) 699-1234

October 15, 1999

ATTENTION: New Filing Section  
Florida Department of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314


RE: Cypress Management Services of Florida, Inc.

Greetings:

Enclosed herewith please find Articles of Incorporation to be filed with the Secretary of State together with my check in the amount of \$ 79.00, payable to the Department of State, for the filing fee.

Your prompt attention to this matter will be appreciated.

Sincerely,

  
Thomas P. Clinard  
President

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\*\*\*\*\*79.00 \*\*\*\*\*78.75

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 OCT 29 AM 11:45

FILED

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NOV 2 1999



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

October 25, 1999

THOMAS P CLINARD  
707 SPRUCE STREET  
LAKE PLACID, FL 33852

SUBJECT: CYPRESS MANAGEMENT SERVICES OF FLORIDA, INC.  
Ref. Number: W99000024523

We have received your document for CYPRESS MANAGEMENT SERVICES OF FLORIDA, INC. and your check(s) totaling \$79.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6904.

Freida Chesser  
Corporate Specialist

Letter Number: 899A00051171

**ARTICLES OF INCORPORATION**

**OF**

HIGHLANDS CYPRESS MANAGEMENT SERVICES, INC.

FILED  
99 OCT 29 AM 11:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*The undersigned incorporator(s), being an individual duly licensed to render management services, hereby form a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.*

**ARTICLE I. CORPORATE NAME.**

*The name of the corporation shall be:* HIGHLANDS CYPRESS MANAGEMENT SERVICES, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

*The general nature of the business to be transacted by this Corporation is to:*

- 1. Provide management services to both commercial & private customers.*
- 2. Transact any or all lawful business for which corporations may be incorporated under the Florida Business Corporation act, and as permitted under the laws of the State of Florida.*
- 3. Do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.*

**ARTICLE III. TERM OF EXISTENCE.**

*This Corporation shall have perpetual existence commencing upon filing of these articles.*

#### **ARTICLE IV. PRINCIPAL OFFICE.**

*The principle place of business of this Corporation shall be:*

707 Spruce Street  
Lake Placid, Florida 33852  
(941) 699-1234

*The mailing address of this Corporation shall be:*

707 Spruce Street  
Lake Placid, Florida 33852  
(941) 699-1234

#### **ARTICLE V. CAPITAL STOCK.**

*The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any time is: 1000 shares of common stock having a par value of \$1.00. Said stock shall be issued as "small business corporation" stock in accordance with a plan or plans under the provisions of Section 1244 of the Internal Revenue Code of 1954, as amended.*

#### **ARTICLE VI. BOARD OF DIRECTORS.**

*This Corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by Bylaws adopted by the stockholders, but shall never be less than one.*

#### **ARTICLE VII. INITIAL DIRECTORS.**

*The name and address of the initial directors of this Corporation is:*

Thomas P Clinard, Jr. *tpc*  
Wanda J Clinard  
707 Spruce Street  
Lake Placid, Florida 33852  
(941) 699-1234

**ARTICLE VIII. INITIAL REGISTERED AGENT AND STREET ADDRESS.**

*The name and address of the initial registered agent is:*

Thomas P Clinard, Jr. *TPC*  
707 Spruce Street  
Lake Placid, Florida 33852  
(941) 699-1234

*The Board of Directors from time to time may move the Registered office to any other address in the State of Florida.*

**ARTICLE IX. INCORPORATOR(S).**

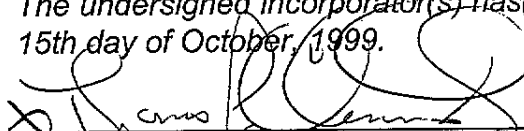
*The name(s) and street address(es) of the incorporator(s) to these Articles of Incorporation is(are):*

Thomas P Clinard, Jr. *TPC*  
707 Spruce Street  
Lake Placid, FL. 33852

**ARTICLE X. AMENDMENT.**

*These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.*

*The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 15th day of October, 1999.*

  
\_\_\_\_\_  
THOMAS P. CLINARD, JR.      Signature

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

99 OCT 29 AM 11:45  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is: HIGHLANDS CYPRESS MANAGEMENT SERVICES, INC., *tpc*

2. The name and address of the registered agent and office is:

Thomas P Clinard, Jr. *tpc*  
707 Spruce Street  
Lake Placid, FL 33852

Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Signature *[Signature]*

THOMAS P, CLINARD, JR.

Date 10.15.99