

Alan B. Fields

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850 Fifth Avenue South  
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P97000009730

January 23, 1997

Florida Secretary of State  
Division of Corporations  
P.O. Box 6327  
409 East Gaines Street  
Tallahassee, Florida 32314

800002069898--3  
-01/28/97--01057-017  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Baldrige Development Group, Inc.

Ladies & Gentlemen:

You will find enclosed 2 sets of Articles of Incorporation for Baldrige Development Group, Inc. for filing, together with a check for \$122.50 in payment of the following:

Filing Fees	\$35.00
Certified Copy	\$2.50
Registered Agent	
Designation	<u>35.00</u>
	\$122.50

When these have been filed, please return a certified copy to me at the above address. Thank you for your assistance.

Sincerely,

  
Alan B. Fields

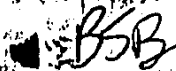
FILED  
97 JAN 27 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ABF:hs

Enclosures

2 Sets of Articles  
Check

JAN 31 1997



**Articles of Incorporation**

**of**

**Baldridge Development Group, Inc.**

The undersigned, for the purpose of creating a corporation under the laws of the State of Florida, does hereby adopt the following Articles of Incorporation:

**FILED**  
97 JAN 27 AM 10:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of the Corporation shall be Baldridge Development Group, Inc.

**ARTICLE II - DURATION**

The duration of the Corporation is perpetual, unless sooner dissolved by the officers or shareholders as provided for by the laws of Florida.

**ARTICLE III - PRINCIPAL OFFICE**

The principal office of the Corporation shall be at 12813 Flushing Meadows Drive, Suite 200, St. Louis, MO. 63131.

**ARTICLE IV - PURPOSES AND POWERS**

The purpose of the Corporation is to do any and all lawful business for which corporations may be incorporated under the laws of Florida

**ARTICLE V - AUTHORIZED STOCK**

The Corporation is authorized to issue one thousand (1,000.00) shares of stock with a par value of ten cents (\$0.10). Such stock shall be of a single class.

**ARTICLE VI - REGISTERED AGENT**

The initial Registered Agent is Alan B. Fields. The initial Registered Office of the Corporation is 850 Fifth Avenue South, Naples, Florida 34102. The Registered Agent and the Registered Office may be changed by the Board of Directors at any time.

**ARTICLE VII - INITIAL DIRECTORS**

The names and addresses of the initial Board of Directors of the Corporation are as follows:

Kenneth R. Baldridge

12813 Flushing Meadows Drive, Suite 200  
St. Louis, MO 63131

### **ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator is:

Alan B. Fields  
850 Fifth Avenue South  
Naples, Florida 34102

### **ARTICLE IX - AFFILIATED TRANSACTIONS**

The Corporation, pursuant to Section 607.108(5)(a) Florida Statutes, expressly elects not to be covered by Section 607.108 Florida Statutes, pertaining to Affiliated Transactions.

### **ARTICLE X - INDEMNIFICATION**

The Corporation shall have the authority to indemnify any current or former officer, director, employee or agent in its Bylaws, by agreement with such officer, director, employee or agent as authorized by the Board of Directors, or as otherwise permitted by Florida law. The Corporation, pursuant to Section 607.014(9) Florida Statutes, exercises its right in these Articles of Incorporation to forbid court ordered indemnification of its officers, directors, employees and agents other than (i) pursuant to an express agreement between the officer, director, employee or agent and the Corporation or (ii) in situations where indemnification is mandatory under Section 607.014(3) Florida Statutes or (iii) in a suit by or in the right of the Corporation where an officer or director has been adjudged liable and the Board of Directors has recommended indemnification, but owing to the restrictions of Section 607.014(2) Florida Statutes is unable to authorize such indemnification. Should a court of competent jurisdiction hold that this limited restriction is ineffective or impermissible under the statute, the foregoing shall be interpreted to restrict all court ordered indemnification under Section 607.014(9).

**IN WITNESS WHEREOF**, the undersigned Incorporator does hereby execute these Articles of Incorporation on January 23, 1997.



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Alan B. Fields, Incorporator

**ACKNOWLEDGEMENT**

**STATE OF FLORIDA**

**COUNTY OF COLLIER**

The foregoing instrument was acknowledged before me on January 23, 1997 by Alan B. Fields ☒ who is personally known to me or ☐ who has produced \_\_\_\_\_ as identification and who did not take an oath.

[Seal]



Typed or Printed Name

Title or Rank


Serial Number, if Any



**NOREEN L. BRADFIELD**  
My Commission CC327509  
Expires Nov. 01, 1997  
Bonded by HAI  
800-422-1558

**ACCEPTANCE BY REGISTERED AGENT**

I, Alan B. Fields, hereby accept the appointment as Registered Agent for Baldrige Development Group, Inc. and acknowledge my acceptance below with my signature below, as of January 23, 1997.

  
Registered Agent