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Letters Patent
Articles of Incorporation

Filed 6-4-25

16 pgs.

STATE OF FLORIDA)
Office Secretary of State) SS

I, H. CLAY CRAWFORD, Secretary of State of the State of Florida, do hereby certify that the foregoing is a true and correct copy of Charter of DEEP LAKE RAILROAD COMPANY, as filed in this office and recorded in Book 175, pages 47-62.

GIVEN under my hand and the Great
Seal of the State of Florida,
at Tallahassee, the Capital,
this the fourteenth day of July,
A. D. 1925.

(SEAL)

H. CLAY CRAWFORD.
SECRETARY OF STATE.

LETTERS PATENT - STATE OF FLORIDA

TO ALL TO WHOM THESE PRESENTS SHALL COME--GREETING.

WHEREAS, Barron Collier, R. A. Henderson, Jr., W. H. Malone, and F. C. Morgan, on the fourth day of June, A. D. 1925, filed in the office of the Secretary of State a proposed charter of a corporation to be known as

DEEP LAKE RAILROAD COMPANY

with a capital of ONE MILLION ($1,000,000.00) DOLLARS for the purpose of the acquisition or construction, maintenance and operation of the following railroad or railroads: Beginning at a point at or near the Town of Everglades, Collier County, Florida, and from said point extending northerly through points at or near Carnestown and Deep Lake and to a point at or near Lake Trafford, a distance of approximately thirty-eight (38) miles; also to extend its line from a point at or near Everglades and/or from a point at or near Lake Trafford in any direction or directions in the State of Florida and through or into any of the counties of the State of Florida that may be required or desired; also all such extensions and branch lines as may be designated by the Board of Directors, as provided by and in accordance with law; also any and all yard, side, team, double, passing, spur or other tracks or switches, as shall be necessary or convenient in connection with the above described lines of railroad or any extensions or branches thereof. And this corporation shall have power to acquire, maintain and operate, as a part of its line, any railroad or road bed, or railroad properties or facilities of any kind or character whatsoever, that already may be in operation or constructed or existing on the lines of said proposed railroads, or that may be hereafter constructed, or any part thereof, or appertaining thereto. To own, maintain and operate, as a common carrier, and to transport passenger and freight, mail and express, on or over any such railroad or railroad properties already constructed or existing, or that may hereafter be constructed. Said corporation shall have power to exercise all powers, rights, franchises and privileges now conferred or permitted or that may hereafter be conferred or permitted by the laws of the State of Florida, upon or to railroad corporations. In addition to and without in any way limiting or intending to limit, this corporation shall also have the further rights and powers: To erect, maintain and operate telegraph and telephone lines along the lines of said railroads and to transact a commercial telegraph and express business. To build, construct, own, lease, charter and operate steamboats, vessels or other water craft in connection with, or as a part of, the business or operation of said railroads, or independently. To conduct a general warehouse business; and to construct, lease, purchase or otherwise to acquire and to own, operate and dispose of docks, wharves, terminals, harbors, slips, storage and loading plants and lighterage facilities;

To establish, build, erect, lease, purchase or otherwise acquire and to manage, operate and conduct and to sell or otherwise dispose of plants, systems and properties for the production and sale, use or distribution of electricity, gas and water; and to engage generally in the business of the generation and distribution, sale or use of electricity, steam, heat or other energy, gas and water, and in any and all businesses and operations which may be deemed profitable by the corporate authorities in connection therewith. To acquire, hold, own, use, lease, rent, improve, sell, hypothecate and otherwise deal in and with real estate, land and buildings and all interests or estates therein.

To make, negotiate, purchase, sell, discount and deal in mortgages, options, contracts, loans, notes, stocks, bonds, and securities of every nature whatsoever. To organize, establish, acquire, manage, conduct, and sell or otherwise dispose of any and all businesses of a public or quasi-public character, also utilities and any private or domestic service, such as the business of a warehouse man, or the elevator, transfer bus, or taxi-cab business; also the business of a private carrier. To construct, maintain and operate public works of all kinds, including public works for the purpose of supplying with water for domestic or sundry purposes any city, town or village or the inhabitants thereof or any community in the State of Florida, with water or with fire protection; also to own lands in the State of Florida on any water course and to erect dams for furnishing power for mills or for the generation of electricity for light or power purposes. To exercise the power of eminent domain in pursuance of any of its objects or corporate purposes as may be provided by law. To endorse, assume, insure or guarantee any contract or contract obligation, bond, note, mortgage or other evidence of indebtedness. To act as receiver, fiscal agent, registrar or syndicate manager for any person, firm or municipal, public, private or quasi-public corporation, or in respect to any lawful undertaking or transaction. To conduct its own business and have one or more offices, and, without limit or restriction, to hold, purchase, lease, mortgage, and convey real and personal property, in and out of this State, and in such place and places in the several States and Territories or dependencies of the United States and in the District of Columbia and in foreign countries as the company may deem advisable. To retire, purchase, hold, and reissue, or sell its own stock, bonds, or other forms of indebtedness provided that while owning its own stock the same shall not be voted; To acquire by purchase, original, subscription or otherwise and to guarantee, hold, hypothecate or dispose of stock, bonds, mortgages or any other obligation of any corporation. To borrow or lend money, with or without security; to execute mortgages and collateral trust indentures; to execute and issue bonds, notes, certificates and collateral trust notes secured by all or any of the assets of the corporation. To lease, sell, convey, transfer and assign or otherwise dispose of or deal with any line of railroad, right, franchise, contract, lease, franchise privilege or license or any property or asset of the company, real, personal or mixed; also to make and enter into any lawful contract or agreement with any other railroad corporation with reference to the lines or business of the company and to merge or consolidate with any company within or without this State, or to lease or purchase the stock and property of any such company. The company shall have the right to sue and be sued, to have a corporate seal, and to do any and all other acts and things and to exercise any and all the powers which a copartnership or natural person could do and exercise, and which now or hereafter may be lawful. The enumeration of the foregoing special powers shall not be held to be exclusive, but in addition thereto this corporation shall have and may exercise and enjoy any and all additional powers which may now or may hereafter be conferred by the laws of Florida or of any other State or country; and also to do all and everything necessary and proper for the accomplishment of the objects of this corporation or of any amendment of this charter or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects set forth herein or in any amendment hereof; and have published due notice thereof, and otherwise complied with the Statutes in such case made and provided;

THEREFORE, THE STATE OF FLORIDA HEREBY INCORPORATES the above named persons, their associates and successors into a body politic and corporate in deed and in law by and under the said name of

DEEP LAKE RAILROAD COMPANY

and grants unto them full authority to exercise the powers and privileges of a corporation for the purpose above stated in accordance with their said charter and the Laws of this State.

IN WITNESS WHEREOF, These presents have been attested with the Great Seal, and signed and countersigned by the Governor and Secretary of State of the State of Florida, at Tallahassee, the Capital, this the fourteenth day of July, A. D. 1925.

(SEAL)

JOHN W. MARTIN.
GOVERNOR

H. CLAY CRAWFORD.
SECRETARY OF STATE.

NOTICE OF INTENTION TO APPLY FOR LETTERS PATENT.

NOTICE is hereby given that the undersigned will make application to Honorable John W. Martin, Governor of Florida, at Tallahassee, Florida, the Capital, of the State, on June 10, A. D. 1925, for Letters Patent incorporating them into a body corporate and politic under the following proposed Charter, the original of which is on file in the office of the Secretary of State at Tallahassee, Florida, during the time of publication hereof.

This June 1st, A. D. 1925.

Barron Collier,
R. A. Henderson, Jr.,
Wm. H. Malone,
F. C. Morgan.

We, the undersigned, for the purpose of forming a corporation under the laws of Florida, to be known as DEEP LAKE RAILROAD COMPANY, have associated ourselves together and have adopted the following proposed Charter;

ARTICLE I.

The name of this corporation shall be "DEEP LAKE RAILROAD COMPANY."

Its principal office and place of business shall be at Everglades, Collier County, Florida, but it shall have power to establish and maintain branch offices and places of business at such other place or places within and without the limits of the State of Florida, as may be designated by its Board of Directors.

ARTICLE II.

The general nature of and the business and businesses to be transacted by this corporation shall be:

(1) the acquisition or construction, maintenance and operation of the following railroad or railroads: Beginning at a point at or near the Town of Everglades, Collier County, Florida, and from said point extending northerly through points at or near Carnestown and Deep Lake and to a point at or near Lake Trafford, a distance of approximately thirty-eight (38) miles; also to extend its line from a point at or near Everglades and/or from a point at or near Lake Trafford in any direction or directions in the State of Florida and through or into any of the counties of the State of Florida that may be required or desired; also all such extensions and branch lines as may be designated by the Board of Directors, as provided by and in accordance with law; also any and all yard, side, team, double, passing, spur or other tracks or switches, as shall be necessary or convenient in connection with the above described lines of railroad or any extensions or branches thereof. And this corporation shall have power to acquire, maintain and operate, as a part of its line, any railroad or road bed, or railroad properties or facilities of any kind or character whatsoever, that already may be in operation or constructed or existing on the lines of said proposed railroads, or that may be hereafter constructed, or any part thereof, or appertaining thereto. (2) To own, maintain and operate, as a common carrier, and to transport passenger and freight, mail and express, on or over any such railroad or railroad properties already constructed or existing, or that may hereafter be constructed. (3) Said corporation shall have power to exercise all powers, rights, franchises and privileges now conferred or permitted or that may hereafter be conferred or permitted by the laws of the State of Florida, upon or to railroad corporations. In addition to and without in any way limiting or intending to limit, this corporation shall also have the further rights and powers: (4) To erect, maintain and operate telegraph

and telephone lines along the lines of said railroads and to transact a commercial telegraph and express business. (5) To build, construct, own, lease, charter and operate steamboats, vessels or other water craft in connection with, or as a part of, the business or operation of said railroads, or independently. (6) To conduct a general warehouse business; and to construct, lease, purchase or otherwise to acquire and to own, operate and dispose of docks, wharves, terminals, harbors, slips, storage and loading plants and lighterage facilities; (7) To establish, build, erect, lease, purchase or otherwise acquire and to manage, operate and conduct and to sell or otherwise dispose of plants, systems and properties for the production and sale, use or distribution of electricity, gas and water; and to engage generally in the business of the generation and distribution, sale or use of electricity, steam, heat or other energy, gas and water, and in any and all businesses and operations which may be deemed profitable by the corporate authorities in connection therewith. (8) To acquire, hold, own, use, lease, rent, improve, sell, hypothecate and otherwise deal in and with real estate, land and buildings and all interests or estates therein. (9) To make, negotiate, purchase, sell, discount and deal in mortgages, options, contracts, loans, notes, stocks, bonds, and securities of every nature whatsoever. (10) To organize, establish, acquire, manage, conduct, and sell or otherwise dispose of any and all businesses of a public or quasi-public character, also utilities and/any private or domestic service, such as the business of a warehouse man, or the elevator, transfer bus, or taxi-cab business; also the business of a private carrier. (11) To construct, maintain and operate public works of all kinds, including public works for the purpose of supplying with water for domestic or sundry purposes any city, town or village or the inhabitants thereof or any community in the State of Florida, with water or with fire protection; also to own lands in the State of Florida on any water course and to erect dams for furnishing power for mills or for the generation of electricity for light or power purposes. (12) To exercise the power of eminent domain in pursuance of any of its objects or corporate purposes as may be provided by law. (13) To endorse, assume, insure or guarantee any contract or contract obligation, bond, note, mortgage or other evidence of indebtedness. (14) To act as receiver, fiscal agent, registrar/or syndicate manager for any person, firm or municipal, public, private or quasi-public corporation, or in respect to any invful undertaking or transaction.(15) To conduct its own business and have one or more offices, and, without limit or restriction, to hold, purchase, lease, mortgage, and convey real and personal property, in and out of this State, and in such place and places in the several States and Territories or dependencies of the United States and in the District of Columbia and in foreign countries as the company may deem advisable.(16) To retire, purchase, hold, and reissue, or sell its own stock, bonds, or other forms of indebtedness provided that while owning its own stock the same shall not be voted;(17) To acquire by purchase, original, subscription or otherwise and to guarantee, hold, hypothecate or dispose of stock, bonds, mortgages or any other obligation of any corporation.(18) To borrow or lend money, with or without security; to execute mortgages and collateral trust indentures; to execute and issue bonds, notes, certificates and collateral trust notes secured by all or any of the assets of the corporation.(19) To lease, sell, convey, transfer and assign or otherwise dispose of or deal with any line of railroad, right, franchise, contract, lease, franchise privilege or license or any property or asset of the company, real, personal or mixed; also to make and enter into any lawful contract or agreement with any other railroad corporation with reference to the lines or business of the company and to merge or consolidate with any company within or without this State, or to lease or purchase the stock and property of any such company.(20) The company shall have the right to sue and be sued, to have a corporate seal, and to do any and all other acts and things and to exercise any and all the powers which a copartnership or natural person could do and exercise, and which now or hereafter may be lawful.(21) The enumeration of the foregoing special powers shall not be held to be exclusive, but in addition thereto this corporation shall have and may exercise and enjoy any and all additional powers which may now or may hereafter be conferred by the laws of Florida or of any other State or country; and also to do all and everything necessary and proper for the accomplishment of the objects of this corporation or of any amendment of this charter or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the objects of the corporation whether or not such business is similar in nature to the objects set forth herein or in any amendment hereof;

ARTICLE III.

This corporation shall have an authorized capital stock of One Million ($1,000,000.00) Dollars, divided into Ten Thousand (10,000) shares of the par value of One Hundred ($100.00) Dollars per share. Said capital stock may be increased or altered hereafter to any amount of stock and of such class or classes as may be proposed in pursuance of law, with or without nominal or par value and with such designations, preferences, voting powers, restrictions or qualifications thereof as may be provided and as may hereafter be lawful; and all payments of stock nor or hereafter authorized shall be made in lawful money of the United States; provided, however, that capital stock may be payable in property, labor or services at a just valuation to be fixed by the incorporators or by the Board of Directors, at a meeting called for such purpose; provided, further, that property, labor or services may also be purchased or paid for with capital stock at a just valuation of such property, labor or services to be fixed by the Directors of the company at a meeting called for such purpose.

ARTICLE IV.

This corporation shall have perpetual existence except that the same may be dissolved, according to law.

ARTICLE V.

The business of the company shall be conducted by a Board of not less than three, nor more than eleven Directors, including a President, a Vice-President, a Secretary and a Treasurer and a Chariman of the Board of Directors, and by such officers or agents and committees, as may be vested with authority by the by-laws or by action of the Directors or by or under the authority of the Board of Directors.

The first Board of Directors, to hold office until the first annual meeting of the stockholders or ensuing special meeting at which Directors shall be elected, shall consist of five Directors named below, and their successors, who shall hold the offices hereunder stated and conduct the affairs of the company, subject to the action of the Board of Directors to-wit:

T. Coleman DuPont, Chairman of the Board of Directors, and Director.

Barron Collier, President and Director.

Cornelius Vanderbilt, Jr., Vice-President, and Director.

F. I. Holmes, Treasurer and Director and R. A. Henderson, Jr., Secretary and Director.

The Board of Directors shall be subject to election at each annual meeting of the stockholders or special meeting of stockholders thereafter held in accordance with the by-laws but vacancies in the membership of the Board of Directors may be filled at any time by the remaining Directors, as may be provided by the by-laws. Other officers shall be elected or appointed by the Directors and/or such committee or officer or agent, as may be provided by the by-laws or by resolution of the Board of Directors. The number of Directors of the company shall be fixed from time to time by the by-laws or by resolution of the stockholders and may be increased or diminished by change in said by-laws or by resolution of the stockholders, at any regular or special meeting, except as herein provided. An increase in the number of Directors, at any time, shall be filled by vote of the Directors, subject to the action of the stockholders at any regular or special meeting. Vacancies occurring in the Board of Directors through death, resignation, disqualification or other cause, shall be filled by the remaining Directors by a vote of the majority, electing a successor to hold office for the unexpired term of the Director whose place shall be vacated or until the election and qualification of a successor. Annual meeting of the stockholders shall be on the first Tuesday in March of each year, beginning in A. D. 1926 (except that the time of annual meetings may be changed by the by-laws), at which time the Board of Directors shall be elected by the stockholders and immediately after an adjournment of the annual or other meeting at which a new Board of Directors shall be elected or at such other time and place as may be designated, at any such meeting of the stockholders, such Board of Directors shall convene and elect the remaining officers of the company.. Directors, when elected, shall hold office until the next fixed annual or subsequent meeting of the stockholders, at which a full Board shall be elected, except as aforesaid; provided, however, that the stockholders may, by action of a majority thereof, at a meeting remove the Board of Directors or any member thereof, or any officer or officers, and elect successors thereto. Any action required or proposed to be taken by the Directors or stockholders of any class, or any executive or other committee, may be validly effected without notice of formal meeting, provided that any resolution or proceedings, approved in writing by all the stockholders, Directors or members of such committee, as the case may be, by the subscribing of their names in writing thereto, shall be valid and effective, as if adopted by the same vote as a regularly called meeting of such stockholders, Directors or committee, as the case may be, and shall be effective as of the date therein expressed if no effective date shall be designated except that if no date shall be designated then as of the date upon which the same shall be filed and noted by the Secretary and such resolution shall thereupon be noted in the minutes of the corporation, under such effective date.

Any officer elected or appointed by the Board of Directors, may be removed at any time by an affirmative vote of a majority of the whole Board, but any other officer or employee of the company may be removed at any time by the vote of the Board of Directors, or by any committee or superior officer to whom authority in the premises may have been delegated by the by laws or by resolution of the Board of Directors.

By the affirmative vote of a majority of the whole Board, the Directors may appoint from the Directors an executive committee, of which a majority shall constitute a quorum, and to such extent as may be provided in the by-laws or by resolution of the Board, such committee shall have and may exercise any and all of the powers of the Board of Directors, including power to cause the seal of the corporation to be affixed to all papers that might require it.

By affirmative vote of a majority of the whole Board, standing committees may be appointed, which committees shall have and may exercise such powers as shall be conferred or authorized by the by-laws or by resolution of the Board of Directors; and the Board may, in like manner, confer such authority upon any agent, officer or attorney of the company, as it may deem wise.

The Board of Directors may likewise appoint other officers of the company, including one or more Vice-Presidents, one or more assistant Secretaries, and one or more assistant Treasurers, and to the extent provided in the by-laws or by the Board and subject to the by-laws, the persons so appointed, respectively, shall have and may exercise all of the powers of the President, of the Treasurer and of the Secretary, respectively.

Subject, always, to the by-laws made by the stockholders, the Board of Directors may make by-laws and, from time to time, may alter, amend or repeal any by-laws; but any by-laws made by the Board of Directors may be altered, amended or repealed by the stockholders at any regular or at any special meeting, provided notice of the proposed alteration or repeal be included in the notice of the meeting.

Meetings of stockholders or Directors may be held within or without the State of Florida. The right to vote at all stockholders meetings by proxy, is reserved to the stockholders. Each stockholder shall have one vote for each share of common stock standing in his or its name on the books of the company, but nothing herein contained shall be construed as preventing an amendment of this Charter, providing for the issuance of other classes of stock, with or without voting power.

The power to fix and direct the use and disposition of any surplus net profits over and above the capital stock paid in shall be vested in the Board of Directors.

No contract or other transaction between this corporation and any other corporation and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of such other corporation; any director individually or any firm of which any director may be a member, may be a party to, or may be pecuniarily interested in any contract or transaction of this corporation and such director may be counted, in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize any such contract or transaction and may vote thereat to authorize any such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested.

In the event of any issue or increase of the capital stock of the company, the same may be offered, issued and sold in such manner as the Board of Directors may authorize without previous or proportionate offer to existing stockholders, any right to such offer being hereby expressly waived.

ARTICLE VI.

The highest amount of indebtedness to which this corporation shall at any time become liable shall be Three Million ($3,000,000.00) Dollars.

ARTICLE VII.

The names and residences of the subscribers and the amount of capital stock subscribed by each are as follows:

Barron Collier,	New York City,		1000 Shares.
R. A. Henderson, Jr.,	Fort Myers, Fla.,		1 Share.
F. C. Morgan,	Everglades, Fla.,		1 Share.
W. H. Malone,	Key West, Fla.,		1 Share.
		Total	1003 Shares.

IN WITNESS WHEREOF the undersigned have hereunto set their hands and seals this 1st day of June, 1925.

Barron Collier, (SEAL)
R. A. Henderson, Jr., (SEAL)
F. C. Morgan, (SEAL)
Wm. H. Malone, (SEAL)

STATE OF FLORIDA,)
:ss
COUNTY OF LEON.)

I, the undersigned authority, duly authorized to take acknowledgments of deeds, do hereby certify that before me personally appeared R. A. Henderson, Jr., of Fort, Myers, Florida, W. H. Malone of Key West, Florida, and F. C. Morgan of Everglades, Florida, each to me well known and known to me to be the majority of the persons whose names are subscribed to and who signed the foregoing Articles of Incorporation, and severally acknowledged that they signed said instrument and executed the same for the uses and purposes therein mentioned and being each first duly sworn, severally depose and say that it is intended, in good faith, to construct or acquire and maintain and operate the railroads and railroad properties mentioned in said Charter and Articles of Incorporation.

R. A. Henderson, Jr.,
F. C. Morgan,
Wm. H. Malone,

Acknowledged and sworn and subscribed to before me this 1st day of June, 1925.

Witness my hand and official seal.

L. R. Bevis.
Notary Public for the State of Florida at Large.
(SEAL) My Commission Expires Oct. 8, 1928.

STATE OF NEW YORK,)
: SS
COUNTY OF NEW YORK.)

I, the undersigned authority, duly authorized to take acknowledgments of deeds, do hereby certify that before me personally appeared Barron Collier, to me well known and known to me to be one of the persons whose names are subscribed to and who signed the foregoing Articles of Incorporation, and acknowledged that they signed said instrument and executed the same for the uses and purposes therein mentioned and, being first duly sworn, depose and say that it is intended, in good faith, to construct or acquire and maintain and operate the railroads and railroad properties mentioned in said Charter and Articles of Incorporation.

Barron Collier.

State of New York, County of New York.

Acknowledged and sworn and subscribed to before me this 4th day of June, 1925.

Witness my hand and official seal.

A. T. Parker.

Notary Public, New York County.

New York County Clerk's No. 193.

New York Register's No.7102.

(SEAL) Commission expires March 30th, 1927.