

TRANSMITTAL LETTER

P00000067242

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: High Springs Hay Farms Inc  
(Proposed corporate name - must include suffix)

000003291290--9  
-06/15/00--01066--004  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00  
Filing Fee

\$78.75  
Filing Fee  
& Certificate of Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM: Ralph Prendergast  
Name (Printed or typed)

4000 W Newberry Rd Ste. E  
Address

Gainesville Fla 32607  
City, State & Zip

352-376-8917  
Daytime Telephone number

2557-611  
W00-15769

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 13 PM 1:51

NOTE: Please provide the original and one copy of the articles.

g 7/13/00



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 13 PM 1:51

FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 21, 2000

RALPH PRENDES  
4000 W NEWBERRY ROAD  
SUITE E  
GAINESVILLE, FL 32607

SUBJECT: HIGH SPRINGS HAY FARMS INC.  
Ref. Number: W00000015769

We have received your document for HIGH SPRINGS HAY FARMS INC.. However, the document has not been filed and is being returned for the following:

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 400A00035172

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

00 JUL 13 PM 1:51

**Articles Of Incorporation**  
**of**  
**High Springs Hay Farms Inc.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following the Articles of Incorporation for the purpose of organizing a business corporation.

**Article I**

**Name.** The name of this corporation is High Springs Hay Farms Inc. (herein referred to as the "Corporation").

**Article II**

**Address.** The street address of the principle office of the Corporation 4000 W Newberry Rd, Suite E Gainesville, FL 32607

**Article III**

**Duration.** The Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of the State of Florida.

**Article IV**

**Purpose.** The Corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

**Article V**

**Capital Stock.** The Corporation is authorized to issue 500 shares of common stock with a par value of One Dollar (\$1.00) per share which shall be designated "Common Shares".

**Article VI**

**Bylaws.** The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**Article VII**

**Initial Registered Office and Agent.** The initial street address of the Corporation's registered office is 4000 W Newberry Rd, Suite E Gainesville, FL 32607. The initial registered agent for the Corporation at that address is: Ralph Prendes.

**Article VIII**

**Directors.** The initial board of directors shall consist of two members. The number of Directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:  
Ralph Prendes, 4000 W Newberry Rd, Suite E Gainesville, FL 32607  
Sheree Lewis, 4000 W Newberry Rd, Suite E Gainesville, FL 32607

### **Article IX**

**Preemptive Rights.** Every shareholder, upon the sale of any new stock of the Corporation of the same kind, class, or series as that which a shareholder already holds, shall have the right to purchase a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price as which it is offered to others.

### **Article X**

**No Cumulative Voting.** At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

### **Article XI**

**Special Meetings.** Special meetings of shareholders may be called by the Board of Directors or holders of record ten percent or more of the outstanding shares of stock.

### **Article XII**

**Shareholder Quorum and Voting.** Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders. If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### **Article XIII**

**Powers.** This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate, or manager of an corporation, partnership, joint venture, trust, or other enterprise.

### **Article XIV**

**Officers.** The officers of the Corporation shall consist of a President, Vice President, Secretary, and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

### **Article XV**

**Indemnification.** The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

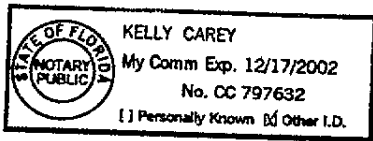
**Article XVI**


**Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

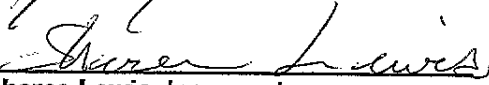
**Article XVII**

**Incorporator.** The name and address of the persons signing these Articles of Incorporation are  
Ralph Prendes, 4000 W Newberry Rd, Suite E Gainesville, FL 32607  
Sheree Lewis, 4000 W Newberry Rd, Suite E Gainesville, FL 32607

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 12 day of June, 19 2000.



  
\_\_\_\_\_  
Ralph Prendes, Incorporator

  
\_\_\_\_\_  
Sheree Lewis, Incorporator

**Unanimous Written Consent  
In Lieu Of The  
First Meeting Of The Board Of Directors  
Of  
High Springs Hay Farms , Inc.**

The undersigned, being all of the directors of High Springs Hay Farms Inc., a Florida corporation (the "Corporation"), hereby consent, pursuant to F.S. 607.0205(2) of the Florida Business Corporation Act, to the adoption of the following resolutions in lieu of an organizational meeting of the Board of Directors of the Corporation:

**RESOLVED**, that the form of bylaws attached or adopted as and for the bylaws of the Corporation and shall be filed in the minute book of the Corporation as the bylaws of the Corporation; and

**RESOLVED**, that all actions taken previously by the incorporator of the Corporation are ratified, confirmed, and approved; and

**RESOLVED**, that the form of corporate seal, an impression of which is affixed in the margin alongside resolution, is adopted as the corporate seal of the Corporation; and

**RESOLVED**, that the fiscal year of the Corporation shall begin on January 1, and end on December 31, of each year; and

**RESOLVED**, that the following persons are elected to the office of the Corporation opposite their respective names, to serve until the next annual meeting of the Board of Directors of the Corporation and thereafter until their respective successor is duly elected and qualified or until his or her earlier resignation or removal:

<u>Name</u>	<u>Office</u>
Ralph Prendes	President/Secretary
Sheree Lewis	Vice President/Treasurer

**RESOLVED**, that the form of certificate for fully paid and nonassessable shared of common stock of the Corporation ("Common Stock"), a specimen of which is to be filed in the minute book of the Corporation with the Consent, is hereby approved and adopted; and

**WHEREAS**, Ralph Prendes and Sheree Lewis have offered to subscribe for and purchase 100 shares each of Common Stock and in consideration thereof to pay to the Corporation the sum of \$1 per share, for an aggregate sum of \$100.00; and

**WHEREAS**, this board of directors determines that this consideration is adequate;

**NOW, THEREFORE BE IT**

**RESOLVED**, that the subscription offer of Ralph Prendes and Sheree Lewis are accepted and that payment in full having been made by said subscriber, the appropriate officers of the Corporation are authorized, empowered, and directed to execute issue, and deliver, in the name and on behalf of the Corporation, a certificate representing 100 shares of Common Stock to each said subscriber; and further

**RESOLVED**, that in issuance of the certificate, the shares of Common Stock represented by it shall be validly issued, fully paid, and nonassessable.

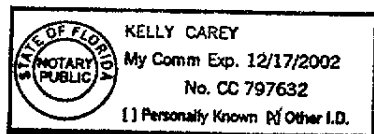
**RESOLVED**, that the Secretary of the Corporation is authorized, empowered, and directed to produce all corporate books, stock ledgers, and books of account required by law or appropriate in connection with the business of the Corporation; and

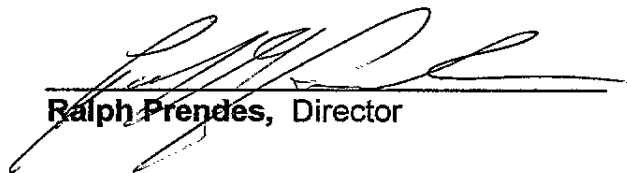
**RESOLVED**, that the Treasurer is authorized, empowered, and directed to pay all fees and expenses incident to and arising out of the organization of the Corporation and to reimburse any person who has made disbursements thereof; and further

**RESOLVED**, that the proper officers of the Corporation are authorized, empowered, and directed, in the name and on behalf of the Corporation, to take such addition action and to execute and deliver such additional agreements, documents, and instruments as any of them may deem necessary or appropriate to implement the provisions of the foregoing resolutions, the authority for the taking of such action and the execution and delivery of such agreements, documents, and instruments to be conclusively evidenced thereby.

IN WITNESS WHEREOF, the undersigned have duly executed this Consent on

6/12, 192000



  
Ralph Prendes, Director

**Gainesville Dental Lab, Inc.**  
**Mr. Ralph Prendes**

519 NW 60 Street, Suite A  
Gainesville, FL 32607

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Phone 352-331-2223  
Fax 352-331-2585  
Email Kellysouth@The-Branch-Office.com

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
00 JUL 13 PM 1:51

July 12, 2000

Claretha Golden, Document Specialist  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

HIGH SPRINGS HAY FARMS, INC.

I, Ralph Prendes, do hereby state that I am familiar with the duties and responsibilities of acting Registered Agent for High Springs Hay Farms, Inc. and do hereby accept those duties and responsibilities.

This letter is on response to previous correspondence from the Division of Corporations in which I was asked to show proof of "written acceptance by the registered agent." I have attached copies of all pertinent paperwork.

When said documents are received, processed, and posted, I would like confirmation of filed corporate papers.

Ralph Prendes

ksc



Enc: 3

Account ID: Letter #400A00035172