

INTEGRATED VENTURES, INC.

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January 16, 1996

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Honorable Sandra B. Mortham  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Dear Ms. Mortham:

Please file the enclosed Articles of Incorporation on Integrated Enterprises, Inc., in your usual manner and return one certified copy to me. I have enclosed my check in the amount of \$122.50 to cover costs.

Thank you for your immediate attention to this request.

Sincerely,



Beverly T. Wilhoit  
Secretary

BW/

Enclosures

FILED  
56 JAN 29 AM 9 57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Don J.*  
*1-2-1-96*

## ARTICLES OF INCORPORATION

FILED  
96 JAN 29 AM 9:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

### ARTICLE I: NAME

The name of the corporation is **Integrated Ventures, Inc.**

### ARTICLE II: PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business including consultation and management services.

### ARTICLE III: PRINCIPAL OFFICE

The street address of the principal office is 101 Century 21 Drive, Suite 204, Jacksonville, Florida 32216. The mailing address of Integrated Ventures, Inc., is also the same as the street address for the principal office.

### ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1301 First Street South, Jacksonville Beach, Florida 32250 and the name of the initial registered agent of this corporation at the address is Beverly T. Wilhoit.

### ARTICLE V: DURATION

This corporation shall exist perpetually. Corporate existence shall commence on the date the Articles are filed.

### ARTICLE VI: CAPITAL STOCK

(a) Authorized Shares: This corporation is authorized to issue five hundred shares of stock all of which will be of the same class. The par value shall be \$1.00 per share.

(b) Preemptive Rights: Shareholders shall have no preemptive rights.

(c) Capital Stock: The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution, of the Board of Directors, may be transferred thereto.

(d) Voting: Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy shall constitute a quorum.

(e) Corporate Liquidation and Dissolution: In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution ratable of the remaining assets of the corporation.

(f) Cumulative Voting: Cumulative voting shall not be permitted.

(g) Restrictions on Transfer of Stock: the shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.

(h) Transferability: The transferability of all issued and outstanding stock shall be governed by the Shareholder agreement executed on

## **ARTICLE VII: DIRECTORS**

(a) Number: The corporation shall have two (2) directors initially. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors: The name and address of the directors, until the first annual meeting of the shareholders is as follows:

1. Beverly T. Wilhoit

2. Linda L. Ferro

(c) Compensation: The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

(d) Indemnification: The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLES VIII: BYLAWS**


The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE IX: INCORPORATOR**

The name and street address of the incorporator of this corporation is:

Beverly T. Wilhoit  
1301 First Street, South Unit 602  
Jacksonville Beach, Florida 32250

**IN WITNESS WHEREOF**, I have made, signed, and hereby acknowledge these Articles of Incorporation as of this 16<sup>th</sup> day of January, 1996.

  
Beverly T. Wilhoit

**CERTIFICATE OF DESIGNATION**  
**Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501 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 **Integrated Ventures, Inc.**
2. The name of the Registered Agent is Beverly T. Wilhoit. The street and mailing address of the Registered office is 1301 First Street, South, Unit 602 Jacksonville Beach, Florida 32250.
3. By my signature below, I hereby accept designation as registered agent for the above corporation.

  
Beverly T. Wilhoit, Secretary

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TALLAHASSEE, FLORIDA