

**CORPORATE
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INC.**

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1.) The Halliday Group, Inc.
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ARTICLES OF INCORPORATION OF THE HALLIDAY GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation.

Article 1. Name and Address. The name of the Corporation is The Halliday Group, Inc. The principal office, if known, or the mailing address of the Corporation is 11090 S.E. Federal Highway, Hobe Sound, Florida 33455.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purpose for which the Corporation is organized are the following:

A. To engage in and transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act. No other purpose limits this purpose in any way.

B. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

Article 4. Shares. The aggregate number of shares which the Corporation is authorized to issue is 3,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$.01 per share.

Article 5. Initial Registered Office and Agent. The street address of the initial Registered Office of the Corporation is 871 East Commercial Boulevard, Fort Lauderdale, Florida 33334 and the name of the Registered Agent at that address is Jefferson H. Weaver, Attorney-at-Law.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is three (3). The number of Directors may be increased or decreased but shall never be less than one. The name and address of each Director is as follows:

Rose Halliday	11090 S.E. Federal Highway, Hobe Sound, Florida
Charles H. Halliday, Jr.	11090 S.E. Federal Highway, Hobe Sound, Florida
Rose Hebert	11090 S.E. Federal Highway, Hobe Sound, Florida

Article 7. **Incorporators.** The name and address of each Incorporator is as follows:

Rose Hebert

11090 S.E. Federal Highway, Hobe Sound, Florida

Article 8. **Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. **Indemnification.** The Corporation shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative, or investigative) by reason of the fact that he or she is or was a Director, Officer, employee or agent of the Corporation or serves or served any other enterprise at the request of the Corporation.

Article 10. **Preemptive Rights.** The Corporation elects to have preemptive rights, pursuant to Chapter 607, Florida Statutes, as amended from time to time.

Article 11. **Rights of Shareholder.** Each of the Initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a shareholder of the Corporation. By acquiring shares in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 12. **Bylaws.** The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the Bylaws must be approved by a two-thirds (2/3) vote of the Shareholders.

Article 13. **Commencement of Corporation.** In accordance with Chapter 607, Florida Statutes, the date when corporate existence shall commence is the date of subscription and acknowledgment of these Articles of Incorporation, except that if they are not filed by the Florida Department of State within five (5) business days after that date, then corporate existence shall commence upon filing by the Department of State.

Article 14. **Share Transfer Restrictions.** Shares in the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

Shareholder	Number of Shares
Rose Halliday	1,000
Charles H. Halliday, Jr.	1,000
Rose Hebert	1,000

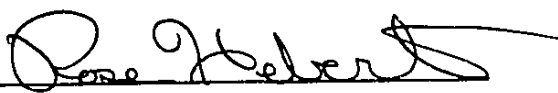
Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation. Any changes regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party. If a third party offers to purchase fifty-one (51%) percent or more of the outstanding shares of the Corporation (a majority and, hence, controlling interest, in the Corporation), then the Shareholders agree, subject to a vote approving such sale by two-thirds (2/3) of the shares entitled to vote at a Shareholders' meeting, that the sale of the majority interest shall require that the shares being transferred to said third party be apportioned pro-rata from among the interests of the existing Shareholders.

Article 15. Profits and Losses. Notwithstanding the allocation of shares among the Shareholders named in Article 14, the Shareholders agree that all the profits and losses of the Corporation as defined by generally accepted accounting principles shall be allocated as follows:

Rose Halliday	33 1/3%
Charles H. Halliday, Jr.	33 1/3%
Rose Hebert	33 1/3%

Article 16. Quorum Requirements for Shareholder Meetings. A quorum of shareholders shall consist of two-thirds (2/3) of the shares entitled to vote at a meeting of shareholders.

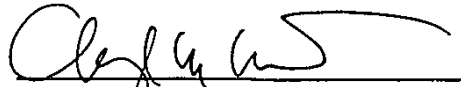
IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation this 21 day of February, 1997.


Rose Hebert

STATE OF FLORIDA)
)
COUNTY OF BROWARD)

Before me personally appeared Rose Hebert, to me well known and personally known to me to be the person described above or who provided a Drivers License as identification and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she executed said instrument for the purposes therein expressed.

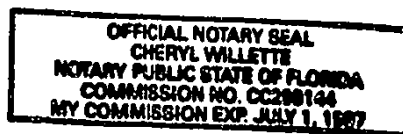
Witness my hand and official seal this 21st day of February, 1997.


Notary Public

My commission expires:

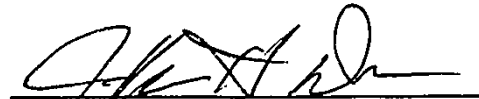
7/1/97

Print Name: CHERYL H. WILLETTE



ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

I, the undersigned person, having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Jefferson H. Weaver

Date: Feb. 21, 1999

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