

P97000031332

TRANSMITTAL RECEIPT

97 APR -4 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

200002134002--9
-04/04/97--01027--021
****131.25 ****131.25

SUBJECT: Orange + Blue Insurance Agency, Inc.
(Proposed corporate name - must include suffix)

EXPIRE DATE
5-1-97

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

\$122.50
Filing Fee
& Certified Copy

\$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Wayne Saylor
Name (Printed or typed)

205 N.E. 16th Avenue Suite A
Address

Gainesville, Florida 32601
City, State & Zip

(352) 336-4730
Daytime Telephone number

OK
4/7/97

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

ARTICLES OF INCORPORATION

FILED

97 APR -4 PM 3:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOP(S) THE FOLLOWING ARTICLES OF INCORPORATION.

EFFECTIVE DATE

5-1-97

ARTICLE I. NAME

THE NAME OF THE CORPORATION, HEREINAFTER REFERRED TO AS THE "CORPORATION," SHALL BE , ORANGE & BLUE INSURANCE AGENCY, INC.

ARTICLE II. PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THE CORPORATION SHALL BE, 205 N.E. 16TH AVENUE SUITE A, GAINESVILLE, FLORIDA 32601.

ARTICLE III. SHARES

THE TOTAL AUTHORIZED CAPITAL STOCK OF THE CORPORATION IS TWO THOUSAND (2000) SHARES HAVING A PAR VALUE OF NONE. ALL OR ANY PART OF SAID SHARES MAY BE ISSUED BY THE CORPORATION FROM TIME TO TIME AND FOR SUCH CONSIDERATION AS MAY BE DETERMINED UPON OR FIXED BY THE BOARD OF DIRECTORS, AS PROVIDED BY LAW.

ARTICLE IV. INITIAL REGISTERED AGENT AND STREET ADDRESS

THE ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 205 N. E. 16TH AVENUE SUITE A, GAINESVILLE, FLORIDA 32601 AND THE NAME AND ADDRESS OF THE INITIAL REGISTERED AGENT THEREIN AND IN CHARGE THEREOF, UPON WHOM PROCESS AGAINST THE CORPORATION MAY BE SERVED, IS WAYNE SAYLOR, 205 N.E. 16TH AVENUE SUITE A, GAINESVILLE, FLORIDA 32601.

ARTICLE V. INCORPORATOR(S)

THE NAME(S) AND STREET ADDRESS(ES) OF THE INCORPORATOR(S) TO THESE ARTICLES OF INCORPORATION IS (ARE): WAYNE SAYLOR
205 N.E. 16TH AVENUE SUITE A
GAINESVILLE, FLORIDA 32601

ARTICLE VI. DIRECTORS

THE POWERS OF THE INCORPORATOR(S) ARE TO TERMINATE UPON THE FILING OF THESE ARTICLES OF INCORPORATION AND THE NAME(S) AND STREET ADDRESSES OF PERSONS WHO ARE TO SERVE AS DIRECTOR(S) UNTIL THE FIRST MEETING OF STOCKHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND QUALIFY ARE AS FOLLOWS:

CLARENCE M. SAYLOR, JR.
205 N.E. 16TH AVENUE SUITE A
GAINESVILLE, FLORIDA 32601

WAYNE SAYLOR
205 N.E. 16TH AVENUE SUITE A
GAINESVILLE, FLORIDA 32601

ARTICLE VII. PURPOSE

THE PURPOSE OF THE CORPORATION IS TO ENGAGE IN ANY OR ALL LAWFUL BUSINESS FOR WHICH CORPORATIONS MAY BE ORGANIZED UNDER THE PROVISIONS OF THE FLORIDA BUSINESS CORPORATION ACT OF THE STATE OF FLORIDA.

ARTICLE VIII. PERIOD OF EXISTENCE

THE PERIOD DURING WHICH THE CORPORATION SHALL CONTINUE IS PERPETUAL.

ARTICLE IX. INDEMNITY

DIRECTORS OF THE CORPORATION SHALL NOT BE LIABLE TO EITHER THE CORPORATION OR ITS STOCKHOLDERS FOR MONETARY DAMAGES FOR A BREACH OF FIDUCIARY DUTIES UNLESS THE BREACH IS ONE WHICH INVOKES: (1) A DIRECTOR'S DUTY OF LOYALTY TO THE CORPORATION OR ITS STOCKHOLDERS; (2) ACTS OR OMISSIONS NOT IN GOOD FAITH OR WHICH INVOLVE INTENTIONAL MISCONDUCT OR A KNOWING VIOLATION OF LAW; (3) LIABILITY FOR UNLAWFUL PAYMENTS OF DIVIDENDS OR UNLAWFUL STOCK PURCHASES OR REDEMPTION BY THE CORPORATION; OR (4) A TRANSACTION FROM WHICH THE DIRECTOR DERIVED AN IMPROPER PERSONAL BENEFIT.

ARTICLE X. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW. EVERY AMENDMENT SHALL BE APPROVED BY THE DIRECTORS, PROPOSED BY THEM TO THE STOCKHOLDERS, AND APPROVED AT A STOCKHOLDERS MEETING BY AT LEAST A MAJORITY OF THE STOCK ENTITLED TO VOTE THEREON, UNLESS ALL OF THE DIRECTORS AND ALL OF THE STOCKHOLDERS SIGN A WRITTEN STATEMENT MANIFESTING THEIR INTENTION THAT A CERTAIN AMENDMENT OF THESE ARTICLES OF INCORPORATION BE MADE.

ARTICLE XI EFFECTIVE DATE

THE EFFECTIVE DATE OF THE FOREGOING ARTICLES OF INCORPORATION SHALL BE THE 1ST DAY OF MAY, 1927.

THE UNDERSIGNED INCORPORATOR(S) HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION THIS 3rd DAY OF April, 1997.

Wayne Saylor
SIGNATURE

SIGNATURE

SIGNATURE

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA 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: ORANGE & BLUE INSURANCE AGENCY, INC.
2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

WAYNE SAYLOR
205 N.E. 16TH AVENUE SUITE A
GAINESVILLE, FLORIDA 32601

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I 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.

Wayne Saylor
(SIGNATURE)

4/3/97
(DATE)