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CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known): Walk In Pick Up Time Certified Copy Certificate of Status Mail Out RUSH Certificate of Good Standing Will Wait ARTICLES ONLY Photocopy ALL CHARTER DOC NEW FILINGS **AMENDMENTS** Profit Amendment NonProfit Resignation of R.A. Officer/Director Certificate of FICTITIOUS NAME Limited Liability Change of Registered Agent Domestication Dissolution/Withdrawal FICTITIOUS NAME SEARCH Merger Other CORP SEARCH REGISTRATION/QUALIFICATION OTHER FILINGS Annual Report Foreign 100002342471--5 -11/10/97--01061--006 *****122.50 *****122.50 Limited Partnership Fictitious Name Name Reservation Reinstatement Trademark Other Ordered By

Date:

ARTICLES OF INCORPORATION OF GMC PROPERTY MANAGEMENT, INC.

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The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is GMC Property Management, Inc.

ARTICLE II

Principal Office

The principal office and mailing address of the corporation shall be 2650 Townsend Road, Allegany, New York 14706

ARTICLE III

Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five (5) days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE IV

Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE V

Capital Stock

- (a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is one hundred (100) shares of common stock having a par value of \$.10 per share.
- (b) <u>Preemptive Rights</u>. Shareholders shall have no preemptive rights.

- (c) <u>Cumulative Voting</u>. Cumulative voting shall not be permitted.
- (d) <u>Restrictions on Transfer of Stock</u>. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

ARTICLE VI

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 1400, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Frank E. Miller, Esq.

ARTICLE VII

<u>Directors</u>

- (a) <u>Number</u>. This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Initial Directors</u>. The name and street address of the members of the first board of directors of the corporation are:

F. Jeffrey Simms 2650 Townsend Road Allegany, New York 14706

Linda K. Simms 2650 Townsend Road Allegany, New York 14706

- (c) <u>Compensation</u>. The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.
- (d) <u>Indemnification</u>. 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.

ARTICLE 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

17061.1

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:

F. Jeffrey Simms 2650 Townsend Road Allegany, New York 14706

ARTICLE X

Amendment

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the Real day of November, 1997.

F. Jeffrey Simms

STATE OF <u>NEW YORK</u> }
}SS
COUNTY OF CHITTIRANCES

The foregoing instrument was acknowledged before me this 4/day of November 1997, by F. Jeffrey Simms. ////

JOHN H. HEYER
Notary Public
Cattaraugus County
State of New York
Comm. Expires: Nov. 30, 199

(Print Name ______)
NOVARY PUBLIC
State of Florida at Large
Commission #_____
My Commission Expires:
Personally known _____
or Produced I.D.
[check one of the above]
Type of Identification Produced

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CERTIFICATION DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN FLORIDA, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, <u>FLORIDA STATUTES</u>, THE FOLLOWING IS SUBMITTED:

GMC PROPERTY MANAGEMENT, INC. DESIRING TO ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL PLACE OF BUSINESS IN THE CITY OF ALLEGANY, STATE OF NEW YORK, HAS NAMED FRANK E. MILLER, ESQ. LOCATED AT 200 WEST FORSYTH STREET, SUITE 1400, JACKSONVILLE, FLORIDA 32202, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

Jeffey Simms

Dated: November 3 , 1997

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES.

Frank E. Miller

Dated: November 3, 1997

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