

P98000043613

May 6, 1998

Secretary of State
Division of Corporations
409 E. Gaines Street
Tallahassee, Florida 32399

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-05/12/98--01102--016
***122.50 ***122.50

RE: FILING ARTICLES OF INCORPORATION: SOUTHERN HARDWOODS, INC.

Enclosed, please find the Articles of Incorporation for Southern Hardwoods, Inc.

Please file these Articles. It is my understanding that the filing fees for these Articles is \$122.50. Accordingly, a check is enclosed for \$122.50 to cover such fees.

If there are any questions or concerns, please call me.

Thank You,
Southern Hardwoods, Inc.


Glenn N. Abel
Incorporator

Enclosures

FILED
98 MAY 12 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

5-5-98

9N5-14-98

ARTICLES OF INCORPORATION
OF
SOUTHERN HARDWOODS, INC.

FILED
98 MAY 12 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be Southern Hardwoods, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be 5th of May, 1998. This corporation's duration shall be perpetual.

EFFECTIVE DATE

5-5-98

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the business of receiving imported timber, producing lumber, wholesale sales of goods, the provision of diverse services, for transacting any and all other business and activities, and for engaging in the transaction of any and all business activities permitted under Chapter 607, Florida Statutes, and laws of United States Of America.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 1000 shares of no par value common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of thirty days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, his/her shares held immediately prior to the shareholder's death shall pass as personal property to the proper successors and/or heirs, on the terms set forth above.

Each stock certificate issued by this corporation shall carry the following legend:
"These Shares Are Held Subject To Certain Transfer Restrictions
Imposed By This Corporation's Articles Of Incorporation, A Copy
Of Which Is On File At This Corporation's Principal Office."

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board Of Directors shall be six (6). The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than three. The directors of the corporation shall be elected at the annual meeting of the shareholders and directors, as specified in the By-Laws. The election of directors shall be by majority vote.

Any director may be removed from office at any time with or without cause by the affirmative vote of at least 90% the outstanding shares.

The names and addresses of the individuals who shall serve as members of the Initial Board Of Directors are:

Glenn N. Abel
1183 N. Mediterranean Way
Inverness, FL 34453

Eric D. Abel
74 W. Chase St.
Hernando, FL 34442

J. Barry Cook
20 W. Norvell Bryant Hwy.
Hernando, FL 34442

Kenneth G. Abel
1183 N. Mediterranean Way
Inverness, FL 34453

John-Henry Williams
2448 N. Essex Avenue
Hernando, FL 34442

B. Jeffrey Abel
1183 N. Mediterranean Way
Inverness, FL 34453

ARTICLE VIII. QUORUM AND MEETINGS

A quorum for the transaction of business at any meeting of the board of directors shall exist if fifty-one percent (51%) of the total number of directors shall be present at the meeting, in person or by proxy.

ARTICLE IX. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE X. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office shall be: 74 W. Chase Street, Hernando, Florida 34442.

The name of the individual who shall serve as this corporation's initial registered agent and the address therefor is: Eric D. Abel, 74 W. Chase Street, Hernando, Florida 34442.

ARTICLE XI. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Glenn N. Abel, 1183 N. Mediterranean Way, Inverness, Florida 34453.

ARTICLE XII. AMENDMENT


This corporation reserves the right to amend or repeal any provisions in these Articles Of Incorporation, or any amendments hereto. This power to adopt, amend, alter or repeal the Articles of Incorporation of this corporation shall be vested in the Board of Directors by a unanimous vote. Any rights conferred upon the shareholders shall be subject to this reservation.



Glenn N. Abel, Incorporator

State of Florida
County of Citrus

On May 5, 1998, Glenn N. Abel, designated above as the individual who shall serve as this corporation's incorporator, and personally known to me, personally appeared before me and signed and acknowledged signing these Articles Of Incorporation.

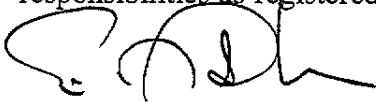

Notary Public

Lisa M Bazemore
My Commission CC692067
Expires December 6, 2004

EFFECTIVE DATE

5-5-98

I hereby accept my designation as registered agent and agree to serve as the registered agent of Southern Hardwoods, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for Southern Hardwoods, Inc.



Eric D. Abel, Registered Agent

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