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Articles of Incorporation 300002566433--2
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LETTERS PATENT - STATE OF FLORIDA.

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TO ALL TO WHOM THESE PRESENTS SHALL COME--GREETING:

WHEREAS, L. B. Whitfield, Sr., E. S. Delaplane, Jr., E. H. Price and D. G. Haley, on the thirty-first day of October, A. D. 1924, filed in the office of the Secretary of State a proposed charter of a corporation to be known as

WHITFIELD ESTATES, INCORPORATED

with a capital of twenty-five hundred (2500) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) per share, and five thousand (5,000) shares of common stock of no par value for the purpose of to acquire by purchase, lease, exchange, or otherwise, land, buildings and improvements of any kind or description, or any estate or interest therein, and any rights, over or connected with lands so situated, to turn the same to account as they see expedient, and to mortgage and encumber the same, and in particular by preparing building sites, and by constructing, re-constructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, warehouses, and so, wherever, buildings, works and conveniences of all kinds, and by erecting, or connecting, or subdividing properties, and by leasing and disposing of the same. To acquire land, buildings and other property situated as aforesaid whether belonging to the company or not, and to collect rents and issues, and to supply tenants and occupants, and others, refreshments, attendance, light, sitting rooms, reading rooms, bathing rooms, lavatories, laundry, dining rooms, electric conveniences, and all other advantages. To subscribe for, own and hold stock in other corporations. To acquire and take over any business or an estate carried on, up to, or in connection with, any land or building which the company may desire to acquire as aforesaid, or having interest in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on same, or to discontinue, remove or put an end thereto, or otherwise deal with the same as they see expedient. To establish and carry on, and to operate the establishment and carrying on, upon any property in which the company is interested, of any business which may conveniently be carried on, upon or in connection with such property, and the establishment of such business, and calculated

to enhance the value of the company's interest in such property, or to facilitate the disposal thereof. To advance and loan money to builders, tenants, and others who may be willing to build on or improve any land or buildings in which the company is interested, and generally to advance money to such persons and on such terms as may be arranged. To examine into the merits of such railway, street railway, mining, or other enterprise, or properties as offer opportunity for investments; to bring the same to the attention of capitalists; to recruit investors and bring them into contact with investments; to act as fiscal agents for individuals, firms or corporations; to represent railway or other corporations as their financial or business agent, or as registrar of their stocks or bonds; to sell in, take the title to, or acquire, and to transfer, hold and convey stocks or bonds or other securities of corporations, and to do and perform all such other lawful acts and things as are necessary, or proper to the exercise of the power and purposes hereinbefore enumerated, or such as are incidental thereto, including the power to report upon the condition and value of properties, and to render accounts as to the financial or physical condition and affairs of individuals, firms or corporations, and to employ, for that purpose skilled experts and accountants. To conduct a general brokerage agency, and commission business for others in the purchase, sale and conveyance of real estate for others, and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds and notes, and to negotiate loans for others, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes. And generally, to have and exercise all powers, privileges and immunities of business and corporations of like kind or nature lawfully exerted upon the laws of the State of Florida, and to enjoy the privileges and immunities pertaining to such corporate existence as or said laws and have published due notice thereof, and have otherwise complied with the statute in such case made and provided;

THEREFORE, THE STATE OF FLORIDA HEREBY INCORPORATES the above named persons, their associates and successors into a body politic and corporate in deed and in law by and under the said name of

WHITFIELD ESTATES, INCORPORATED

and grants unto them full authority to exercise the powers and privileges of a corporation for the purpose above stated, in accordance with their said charter and the laws of this State.

(SEAL)

IN WITNESS WHEREOF, These presents have been attested with the Great Seal, and signed and countersigned by the Governor and Secretary of State of the State of Florida, at Tallahassee, the Capital, this the seventh day of November, A. D. 1924.

CARY A. HARDEE,

G O V E R N O R

H. CLAY CRAWFORD,

SECRETARY OF STATE.

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NOTICE OF INTENTION TO APPLY FOR LETTERS PATENT.

Notice is hereby given that the undersigned intend to apply to the Governor of the State of Florida on the 7th day of November, A. D. 1924, for Letters Patent incorporating WHITFIELD ESTATES, INCORPORATED, under the laws of the State of Florida, with and under the following proposed charter, the original of which is now on file in the office of the Secretary of State of the State of Florida at Tallahassee, Florida.

L. B. Whitfield, Sr.,
E. S. Delaplaine, Jr.,
E. H. Price,
D. G. Hsley.

PROPOSED CHARTER
OF
WHITFIELD ESTATES, INCORPORATED.

The undersigned hereby associate themselves together for the purpose of becoming incorporated and forming a corporation under and by virtue of the laws of the State of Florida and under the following proposed charter:

I.

The name of this company shall be WHITFIELD ESTATES, INCORPORATED, and its business shall be conducted in the State of Florida and any other States of the United States of America, or foreign countries, wherever necessary or convenient. The principal office of said corporation shall be in the City of Sarasota, Sarasota County, Florida.

II.

The general nature of the business to be transacted by said corporation shall be as follows:

(a) to acquire by purchase, lease, exchange, or otherwise, land, buildings and hereditaments of any tenure or description, or any estate or interest therein, and any rights, over or connected with lands so situate, to turn the same to account as may seem expedient, and to mortgage and encumber the same, and in particular by preparing building sites, and by constructing, re-constructing, altering, improving, decorating, furnishing and maintaining offices, flats, houses, factories, warehouses, shops, wharves, buildings, works and conveniences of all kinds, and by consolidating, or connecting, or subdividing properties, and by leasing and disposing of the same. To manage land, buildings and other property situate as aforesaid whether belonging to the company or not, and to collect rents and income, and to supply tenants and occupiers, and others, refreshments, attendants, messengers, light, waiting rooms, reading rooms, meeting rooms, lavatories, laundry conveniences, electric conveniences, stables and other advantages. To subscribe for, own and hold stock in other corporations. To acquire and take over any business or undertaking carried on, upon, or in connection with, any land or building which the company may desire to acquire as aforesaid, or become interested in, and the whole or any of the assets and liabilities of such business or undertaking, and to carry on same, or to dispose of, remove or put an end thereto, or otherwise deal with the same as may seem expedient. To establish and carry on, and to promote the establishment and carrying on, upon any property, in which the company is interested, of any business which may conveniently be carried on, upon or in connection with such property, and the establishment of which may seem calculated

to enhance the value of the company's interest in such property, or to facilitate the disposal thereof. To advance and loan money to builders, tenants, and others who may be willing to build on or improve any land or buildings in which the company is interested, and generally to advance money to such persons and on such terms as may be arranged. (b) To examine into the merits of such railway, street railway, mining, or other enterprise, or properties as offer opportunity for investments; to bring the same to the attention of capitalists; to represent investors and bring them into contact with investments; to act as fiscal agents for individuals, firms or corporations; to represent railway or other corporations as their financial or business agent, or as registrar of their stocks or bonds; to deal in, take the title to, or acquire, and to transfer, hold and own the stocks or bonds or other securities of corporations, and to do and perform all such other lawful acts and things as are necessary or proper to the exercise of the power and purposes hereinbefore enumerated, or such as are incidental thereto, including the power to report upon the condition and value of properties, and to render accountings as to the financial or physical condition and affairs of individuals, firms or corporations, and to employ for that purpose skilled experts and accountants. (c) To conduct a general brokerage agency and commission business for others in the purchase, sale and management of real estate for others and the negotiation of loans thereon; to purchase and sell for others personal property, stocks, bonds and notes, and to negotiate loans thereon for others, and to act as agents for letting houses, lands, and the collection of rents and the payment of taxes. (d) And generally, to have and exercise all powers, privileges and immunities of business and corporations of like kind or nature incorporated under the laws of the State of Florida, and to enjoy the privileges and immunities pertaining to such corporate existence under said laws;

III.

The capital stock of said corporation shall be divided into Twenty-five hundred (2500) shares of preferred stock of the par value of One Hundred Dollars (\$100.00) per share, and five thousand (5,000) shares of common stock of no par value. The holders of the preferred stock shall be entitled to receive from the surplus or net profits of the corporation a yearly cumulative

dividend of eight per cent. (8%) and no more, payable before any dividend shall be paid on the common stock. On dissolution or liquidation of the corporation, the holders of the preferred stock shall be entitled to receive the full par value of their said stock and all unpaid dividends accrued thereon, before any payment is made on the common stock; and any property remaining shall be distributed ratably among the holders of the common stock. The said preferred stock shall be subject to redemption at par and accumulated dividends thereon at any time after the issuance thereof, at such time or times, and in such manner as the Board of Directors shall determine. The holders of said preferred stock shall not be entitled to interest on accrued or unpaid dividends.

The total amount of preferred stock outstanding shall at no time exceed two-thirds of the actual capital of the company paid in cash or property.

Ten per cent. of the entire capital stock of the corporation, both preferred and common (common stock being treated for the purpose of this clause as of the par value of \$100.00 per share) shall be subscribed and paid for in cash or in property at a fair value to be fixed by the stockholders of Board of Directors at the organization meeting, or any special or regular meeting called for that purpose, before the corporation shall transact any business. All or any part of the capital stock, preferred or common, may be payable in, or issued for, or used for the purchase of property, contracts or franchises, at a just valuation thereof to be fixed by the incorporators, or by the Board of Directors at the organization meeting, or at any special or regular meeting called for such purpose.

IV.

The term for which this corporation shall exist shall be perpetual.

V.

The business of said corporation shall be conducted by the following officers: President, Vice-President, Secretary, Treasurer, and a board of not less than three nor more than thirteen directors. The office of Secretary and Treasurer may be held by the same person. The Board of Directors may name additional officers. The Board of Directors may be changed from time to time by the by-laws. The di-

recotrs shall be elected by the stockholders at the annual meeting. All the other officers of this corporation shall be elected only by the directors. The stockholders shall meet on the 10th day of November, A. D. 1924, being the first annusl meeting, at the offices of the company in Sarasota, Florida, at 3:00 o'clock P. M., for the purpose of adopting by-laws, holding the first election of officers, and completing the organization of said corporation. The annual meeting of the corporation thereafter, beginning in July, 1925, shall be held on the second Tuesday in July of each year. Until the officers elected at the first annual meeting shall be qualified, the business of the corporation shall be conducted by the following officers:

- L. B. Whitfield, Sr., President,
- D. G. Haley, Secretary,
- D. G. Haley, Treasurer,
- and E. S. Delaplane, Jr., Edger H. Price, L. B. Whitfield, Sr. and D. G. Haley, as Directors.

VI.

The highest amount of indebtedness to which this company can at any time subject itself shall be Two Million Dollars (\$2,000,000.00).

VII.

The names and residences of the subscribing incorporators of said corporation, with the amount and number of shares of stock subscribed for by each, are as follows:

L. B. Whitfield, Sr., Montgomery, Ala., Twelve hundred fifty (1250) shares preferred stock; Twenty-seven hundredfifty (2750) shares common stock,

E. S. Delaplane, Jr., Sarasota, Florida, ~~xxxxxx seven hundred~~ Five (5) shares common stock

Edgar H. Price, Sarasota, Florida, Five (5) shares common stock,

D. G. Haley, Jacksonville, Fla., five (5) shares common stock.

- L. B. Whitfield, Sr.,
- E. L. Delaplane, Jr.,
- E. H. Price,
- D. G. Haley.

STATE OF FLORIDA,
COUNTY OF SARASOTA,

This day personally appeared before me, the undersigned Notary Public, L. B. Whitfield, Sr., E. L. Delaplane, Jr., Edger H. Price

and D. G. Haley, to me well known and known to me to be the individuals described in and who subscribed to and executed the foregoing charter, and they acknowledged before me that they executed and subscribed to the same for the purposes therein set forth.

WITNES: my hand and official seal at Sarasota, Florida, this 18th day of October, A. D. 1924.

Herbert S. Sawyer,

(Seal) Notary Public, State of Florida at Large,

STATE OF FLORIDA)
: SS
Office Secretary of State)

I, H. CLAY CRAWFORD, Secretary of State of the State of Florida, do hereby certify that the foregoing is a true and correct copy of charter of WHITFIELD ESTATES, INCORPORATED, as filed in this office and recorded in Book 135, pages 71-79.

GIVEN under my hand and the Great

Seal of the State of Florida,

at Tallahassee, the Capital,

(SEAL)

this the seventh day of November,

A. D. 1924.

H. CLAY CRAWFORD,

SECRETARY OF STATE.