

472101

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

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P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

March 22, 2000

FILED
00 MAR 22 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HAND DELIVERY

Secretary of State's Office
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32301

Re: Harthill, Inc. #472101

500003180445--8
-03/22/00--01072--014
*****35.00 *****35.00

Dear Sir or Madam:

Enclosed for filing are the original Amended and Restated Articles of Incorporation for Harthill, Inc. Our check for \$35.00 for the filing fee is attached.

Please date stamp the enclosed copy, which will be picked up by our messenger. Thank you for your assistance.

Sincerely,

Adrienne U. Francis
Adrienne U. Francis
Assistant to David J. Hull

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Enclosures

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Amend + Restated
G. COULLETTE MAR 22 2000

RECEIVED
00 MAR 22 PM 2:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
HARTHILL, INC.**

FILED
MAR 22 PM 3:05
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Sections 607.1001, 607.1003, and 607.1006, of the Florida Statutes, Harthill, Inc. hereby adopts the following Amended and Restated Articles of Incorporation as its corporate articles.

**Article I.
Name and Principal Office**

The name of this Corporation shall be Harthill, Inc. The principal place of business and mailing address of this Corporation is 1701 South Pear Street, Blountstown, Florida 32424.

**Article II.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article III.
Stock**

The authorized capital stock of this Corporation shall consist of One (1) shares of common voting stock of One Dollar (\$1.00) par value shares and Ninety-nine (99) shares of common non-voting stock of One Dollar (\$1.00) par value shares. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article V.
Incorporator**

The name and street address of the Incorporator of this Corporation are Burke H. Leonard, 1701 South Pear Street, Blountstown, Florida 32424.

**Article VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 1701 South Pear Street, Blountstown, Florida 32424. The name of the initial Registered Agent of the Corporation at the above address shall be Burke H. Leonard. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article VIII.
Number of Directors**

This Corporation shall have no fewer than two (2) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article IX.
Initial Board of Directors**

The initial Board of Directors shall consist of three (3) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

Burke H. Leonard
1708 Pear Street
Blountstown, FL 32424

Joseph H. Leonard
1600 S. Pear Street
Blountstown, FL 32424

Michael W. Leonard
Hwy. 275 South
Blountstown, FL 32424

**Article X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President

Michael W. Leonard
Hwy. 275 South
Blountstown, FL 32424

Secretary & Treasurer

Joseph H. Leonard
1600 S. Pear Street
Blountstown, FL 32424

Article XI.
Transactions In Which Directors
Or Officers Are Interested

- A. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:
1. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
 2. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
 3. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.
- B. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

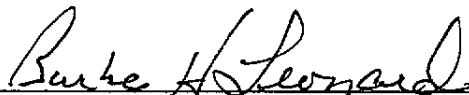
Article XII.
Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**Article XIII.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being all the shareholders and directors of Harthill, Inc. have executed these Articles of Incorporation this 24th day of February, 2000.

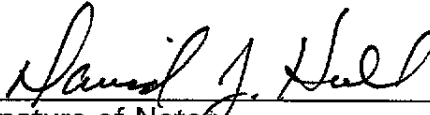

BURKE H. LEONARD


MICHAEL W. LEONARD / Pres

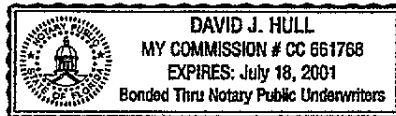

JOSEPH H. LEONARD

STATE OF FLORIDA
COUNTY OF CALHOUN

The foregoing instrument was acknowledged before me this 24th day of February, 2000, by Burke H. Leonard. Such person: (☒) is personally known to me; (☐) produced a current Florida driver's license as identification; (☐) produced _____ as identification.

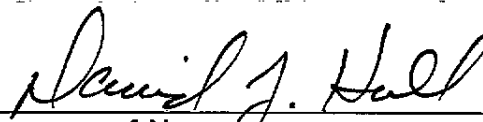


Signature of Notary
Stamp/Seal:

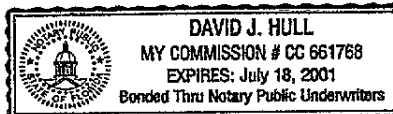


STATE OF FLORIDA
COUNTY OF CALHOUN

The foregoing instrument was acknowledged before me this 24th day of February, 2000, by Michael W. Leonard. Such person: (☒) is personally known to me; (☐) produced a current Florida driver's license as identification; (☐) produced _____ as identification.

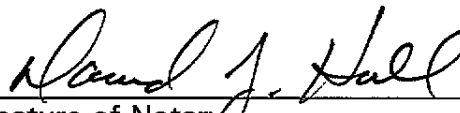


Signature of Notary
Stamp/Seal:



STATE OF FLORIDA
COUNTY OF CALHOUN

The foregoing instrument was acknowledged before me this 24th day of February, 2000, by Joseph H. Leonard. Such person: (☒) is personally known to me; (☐) produced a current Florida driver's license as identification; (☐) produced _____ as identification.



Signature of Notary
Stamp/Seal:



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