2006 FOR PROFIT CORPORATION ANNUAL REPORT

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Apr 18, 2006 8:00 am
Secretary of State

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40052728

DOCUMENT # F03000004265

1. Entity Name
KAISER PROPERTIES, INC.

Principal Place of Business	Mailing Address
3479 GULF SHORES PARKWAY, STE. B GULF SHORES, AL 36542	3479 GULF SHORES PARKWAY, STE. B GULF SHORES, AL 36542

2. Principal Place of Business		3. Mailing Address	
Suite, Apt. #, etc.		Suite, Apt. #, etc.	
City & State		City & State	
Zip	Country	Zip	Country

01202006 Chg-P CR2E034 (11/05)

4. FEI Number
63-1133654
☐ Applied For
☐ Not Applicable

5. Certificate of Status Desired ☐ **$8.75** Additional Fee Required

6. Name and Address of Current Registered Agent

THOMPSON, PAUL M
16549 PERDIDO KEY DR. UNIT 602
PENSACOLA, FL 32507

7. Name and Address of New Registered Agent

Name BRADEN K. BALL, JR.
Street Address (P.O. Box Number is Not Acceptable) NINTH FLOOR, SEVILLE TOWER
226 PALAFOX PLACE
City PENSACOLA FL Zip Code 32502

8. The above named entity submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent.

SIGNATURE [signature], Attorney at Law 4/13/06
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating) DATE

FILE NOW!!! FEE IS $150.00
After May 1, 2006 Fee will be $550.00

9. Election Campaign Financing Trust Fund Contribution. ☐ **$5.00** May Be Added to Fees

10.	OFFICERS AND DIRECTORS		11.	ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 11	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	CP KAISER, ANTHONY P 3479 GULF SHORES PARKWAY, STE. B GULF SHORES, AL 36542	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VCVP KAISER, BARTON E 3479 GULF SHORES PARKWAY, STE. B GULF SHORES, AL 36542	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	D KAISER, PAUL G III PO BOX 1186 FOLEY, AL 36536	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S KAISER, BARTON E 3479 GULF SHORES PARKWAY, STE. B GULF SHORES, AL 36542	☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Change ☐ Addition
TITLE NAME STREET ADDRESS CITY-ST-ZIP	M THOMPSON, PAUL M 3479 GULF SHORES PARKWAY, STE. B GULF SHORES, AL 36542	☒ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP	M SANKEY, JOSEPH M. 14423 CEDAR AVENUE MAGNOLIA SPRINGS, AL 36555	☒ Change ~~☒ Addition~~
TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Delete	TITLE NAME STREET ADDRESS CITY-ST-ZIP		☐ Change ☐ Addition

12. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report or supplemental report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 10 or Block 11 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: [signature] - Barton E. Kaiser, VP 4-13-06 (251)-968-4300
SIGNATURE AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

ATTACHMENT 40052728
#F03000004265

ACTION BY UNANIMUS WRITTEN CONSENT OF THE SHAREHOLDERS OF KAISER PROPERTIES, INC.

The undersigned, constituting all of the shareholders of Kaiser Properties, Inc., an Alabama Corporation, hereinafter referred to as the Corporation, do hereby unanimously adopt the following resolution, consenting to the taking of all actions set forth therein, and certify that they are authorized to make such resolution and consent, with the intent that said resolution shall have the same force and effect as if adopted at a special meeting of the Members of the Shareholders of the Corporation:

RESOLVED, that the Corporation is in need of replacing Paul Mark Thompson as a Board of Directors member with Joseph M. Sankey;

RESOLVED, that the Corporation had previously amended its Articles of Incorporation for the purpose of naming Paul Mark Thompson a Member of the Board of Directors of the Corporation and that the said Paul Mark Thompson was named as the registered agent in the State of Florida;

RESOLVED, that the new registered agent in the State of Florida shall be Braden K. Ball, Jr. and that the said Joseph M. Sankey shall replace the said Paul Mark Thompson as a Member of the Board of Directors;

RESOLVED, that to effect the purposes of this Unanimous Consent Anthony P. Kaiser, Shareholder, President and Chairman of the Board of Directors, is authorized to execute an Amendment to the Articles of Incorporation and any other document that may be, in the sole discretion of Anthony P. Kaiser necessary or desirous to effect the purposes of this Unanimous Consent, and hereby ratifies all actions heretofore or hereafter taken by the Corporation, or by its Authorized Representative in furtherance of the purposes stated herein; and further

RESOLVED, that this Unanimous Consent may be executed in one or more counterparts, each of which shall be deemed an original, but when taken together, shall constitute only one Unanimous Consent; and further

RESOLVED, that a copy of this Unanimous Consent shall be placed in the Company's official records.

Dated this 17th day of March, 2006.

ATTACHMENT ~~40052728~~
#F03000004265

Anthony P. Kaiser
Shareholder and
Chairmen of the Board of Directors

Barton E. Kaiser
Shareholder and
Member of the Board of Directors

CERTIFICATE

The undersigned hereby certifies that (a) the Shareholders who have caused this Action by Unanimous Consent to be executed, constitute all of the Shareholders of the Corporation, and (b) the above and foregoing resolutions have been duly adopted, remain in full force and effect, and have not been amended or repealed as of the date hereof.

Dated this 17th day of March, 2006

Anthony P. Kaiser
President of Kaiser Properties, Inc.

ATTACHMENT 40052728

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ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KAISER PROPERTIES, INC.

Pursuant to the provisions of the Code of Alabama, this Alabama for-profit corporation adopts the following Articles of Amendment to its Articles of Incorporation:

I. Amendment adopted:

Paragraph VII of the original Articles of Incorporation of Kaiser Properties, Inc. filed on April 14, 1995 and recorded with the Office of the Judge of Probate, Baldwin County, Alabama at Record Book MISC 82, page 1750-52 and amended by Articles of Amendment filed on May 12, 2005 and recorded with the Office of the Judge of Probate, Baldwin County, Alabama as Instrument 890927 is hereby amended as follows:

The number of Directors constituting the Board of Directors for Kaiser Properties, Inc. is four (4) and the name and address of the persons who are to serve as Directors unless, or until, a further amendment is created and ratified or until their successors are selected and shall qualify are:

NAME	ADDRESS
ANTHONY P. KAISER	P.O. Box 1286 Foley, Alabama 36536
BARTON E. KAISER	P.O. Box 1229 Foley, Alabama 36536
PAUL KAISER, III	P.O. Box 1196 Foley, Alabama 36536
JOSEPH M. SANKEY	14423 Cedar Avenue Magnolia Springs, Alabama 36555

III. The date of the amendment's adoption: March 17th 2006.

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IV. Adoption of Amendment:

The amendment was approved by the shareholders. The vote approving amendment was unanimous.

Signed this 17th day of March, 2006.

Signature: Anthony P. Kaiser

Anthony P. Kaiser, President

STATE OF ALABAMA
COUNTY OF BALDWIN

I, the undersigned authority, in and for said county, in said State, hereby certify that on this 17th day of March, 2006, before me appeared Anthony P. Kaiser, and the above-listed Shareholders of Kaiser Properties, Inc., personally known to me (or proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument. WITNESS my hand and official seal.

Debra L. Manning
Notary Public

My commission expires on: 7-11-06

This instrument was prepared by:

David R. Anderson, Esq.
Bonner Landreau Kingrea LLC
350 N. Alston Street
Foley, Alabama 36535
(251) 943-5727