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05 MAY -5 AM 11:22  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Wilkerson Holdings, Inc.

(Name of corporation - must include suffix)

Dear Sir or Madam:

The enclosed "Application by Foreign Corporation for Authorization to Transact Business in Florida," "Certificate of Existence," and check are submitted to register the above referenced foreign corporation to transact business in Florida.

Please return all correspondence concerning this matter to the following:

Bruce E. Mitchell, Esq.

(Name of Person)

Mitchell & Associates

(Firm/Company)

3390 Peachtree Road, Suite 520

(Address)

Atlanta, GA 30326

(City/State and Zip code)

For further information concerning this matter, please call:

Bruce E. Mitchell, Esq.

(Name of Person)

at ( 404 ) 262-9488

(Area Code & Daytime Telephone Number)

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
409 E. Gaines St.  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Enclosed is a check for the following amount:

☐ \$70.00 Filing Fee

☒ \$78.75 Filing Fee &  
Certificate of Status

☐ \$78.75 Filing Fee &  
Certified Copy

☐ \$87.50 Filing Fee,  
Certificate of Status &  
Certified Copy

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT  
BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO  
REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. Wilkerson Holdings, Inc.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION,"  
"Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. Georgia

(State or country under the law of which it is incorporated)

3. 20-2769083

(FEI number, if applicable)

4. March 22, 2005

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. \_\_\_\_\_

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 53 Cypress Walk, Santa Rosa Beach, FL 32459

(Principal office address)

53 Cypress Walk, Santa Rosa Beach, FL 32459

(Current mailing address)

8. Acquisition and management of real estate

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and street address of Florida registered agent: (P.O. Box NOT acceptable)

Name: Julie Wilkerson

Office Address: 53 Cypress Walk

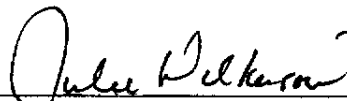
Santa Rosa Beach, Florida 32459

(City)

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*



(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and business addresses of officers and/or directors:

05 MAY -5 AM 11:22  
TALLAHASSEE, FLORIDA

**A. DIRECTORS**

Chairman: Julie Wilkerson

Address: 53 Cypress Walk

Santa Rosa Beach, FL 32459

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

Director: \_\_\_\_\_

Address: \_\_\_\_\_

**B. OFFICERS**

President: Julie Wilkerson

Address: 53 Cypress Walk

Santa Rosa Beach, FL 32459

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

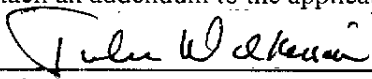
Secretary: \_\_\_\_\_

Address: \_\_\_\_\_

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

**NOTE:** If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 

(Signature of Director or Officer listed in number 12 of the application)

14. Julie Wilkerson - President

(Typed or printed name and capacity of person signing application)

05 MAY -5 PM:22  
TALLAHASSEE, FLORIDA

**Secretary of State**  
**Corporations Division**  
**315 West Tower**  
**#2 Martin Luther King, Jr. Dr.**  
**Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 0522867  
EFFECTIVE DATE: 03/22/2005  
JURISDICTION : GEORGIA  
REFERENCE : 0089  
PRINT DATE : 04/20/2005  
FORM NUMBER : 311

BRUCE E. MITCHELL  
3390 PEACHTREE ROAD, SUITE 520  
ATLANTA, GA 30326

**CERTIFICATE OF INCORPORATION**

I, Cathy Cox, the Secretary of State and the Corporations Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**WILKERSON HOLDINGS, INC.**  
**A DOMESTIC PROFIT CORPORATION**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the Office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



A handwritten signature in black ink, appearing to read "Cathy Cox".

Cathy Cox  
Secretary of State

**ORIGINAL**

**ARTICLES OF INCORPORATION  
OF  
WILKERSON HOLDINGS, INC.**

**I.**

The name of the corporation is Wilkerson Holdings, Inc. The principal mailing address of the corporation is 3390 Peachtree Road, Suite 520, Atlanta, Georgia 30326.

**II.**

The corporation is organized pursuant to the provisions of the Georgia Business Code.

**III.**

The corporation shall have perpetual duration.

**IV.**

The corporation is a corporation for profit and is organized for the following purposes: To acquire and manage real estate; to engage in any lawful act or activity for which corporations may be organized under the Georgia Corporation Code.

**V.**

The corporation shall have authority, acting by its Board of Directors, to issue not more than 500 shares of common stock having a par value of \$1.00 per share.

**VI.**

The corporation shall not commence business until it shall have received consideration of not less than \$500.00 in value for the issuance of its shares.

**VII.**

The street address of the initial registered office of the corporation is 3390 Peachtree Road, Suite 520, Atlanta, Georgia 30326. The registered agent at such address is Bruce E. Mitchell, Esq. The county of the registered office is Fulton.

**VIII.**

The initial Board of Directors shall consist of one (1) member, the name and address of whom is as follow:

Julie Wilkerson  
c/o Mitchell & Associates  
3390 Peachtree Road, Suite 520  
Atlanta, Georgia 30326

The name and address of the incorporator is:

Bruce E. Mitchell, Esq.  
Mitchell & Associates  
3390 Peachtree Road, Suite 520  
Atlanta, Georgia 30326

IX.

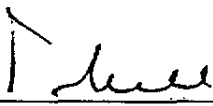
The corporation may, upon adoption of a resolution by its Board of Directors, purchase its own shares to the extent of unreserved and unrestricted capital surplus available therefore.

X.

The Board of Directors of the corporation may, from time to time, in its discretion and without approval by or authorization from the shareholders of the corporation, distribute to the shareholders out of capital surplus of the corporation a portion of its assets.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation.

This 21<sup>st</sup> day of March, 2005.

  
\_\_\_\_\_  
Bruce E. Mitchell, Esq.  
Attorney

SECRETARY OF STATE  
2005 MAR 22 P 5:33  
CORPORATIONS DIVISION