

**F98000000045**  
TRANSMITTAL LETTER

TO: Qualification/Tax Lien Section  
Division of Corporations

SUBJECT: Zephyr Hills Company, 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:

Rebecca S. Heath, Legal Assistant  
(Name of Person)

Hirschler, Fleischer, Weinberg, Cox & Allen  
(Firm/Company)

P.O. Box 500  
(Address)

Richmond, Virginia 23218-0500  
(City/State/Zip)

RECEIVED  
TALLAHASSEE, FLORIDA

98 JAN -5 PM 1:07

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-01/06/98-01013-008  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Should you need to call someone concerning this matter, please call:

Rebecca S. Heath, Legal Assistant  
(Name of Person)

at ( 804 ) 771-5618  
(Area Code & Daytime Telephone Number)

**COURIER ADDRESS:**

Qualification/Tax Lien Sec.  
Division of Corporations  
409 E. Gaines St  
Tallahassee, FL 32399

**MAILING ADDRESS:**

Qualification/Tax Lien Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

December 26, 1997

REBECCA S. HEALTH, LEGAL ASSISTANT  
HIRSCHLER FLEISCHER WEINBERG COX & ALLEN  
PO BOX 500  
RICHMOND, VA 23218-0500

SUBJECT: ZEPHYR HILLS COMPANY, INC.  
Ref. Number: W97000028674

We have received your document for ZEPHYR HILLS COMPANY, INC. and your check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following:

The name designated in your document is not available. Therefore, the corporation must adopt an alternate name for use in the state of Florida. To adopt an alternate name the corporation must submit a corporate resolution by the board of directors adopting the alternate name for use in the state of Florida. Please note the corporate resolution must be signed by the chairman, vice chairman, or an officer of the corporation. The alternate name must contain a corporate suffix. Such suffixes include: Corporation, Corp., Incorporated, Inc., Company, and CO.

Please RETURN ALL DOCUMENTATION to the ATTENTION of the DOCUMENT SPECIALIST indicated.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6093.

Freta Lott  
Corporate Specialist Supervisor

Letter Number: 697A00060441

## RESOLUTION OF BOARD OF DIRECTORS

(Please print or type)

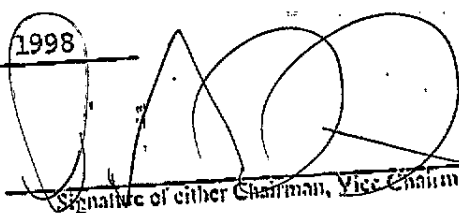
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned W. Malone Schooler  
(Name)

do hereby certify

that this Resolution of the Board of Directors of Zephyr Hills Company, Inc.

(Corporate Name)

a corporation duly organized and existing under the laws of the State of Virginiawas duly adopted on January 2, 19 98Be it resolved, that Zephyr Hills Company, Inc.  
(Corporate Name)organized and existing in the State of Virginia, hereby adopts the nameZephyr Hills Oak View Company, Inc. for use in Florida.Dated: January 2, 1998
  
 Signature of either Chairman, Vice Chairman or any officer

W. Malone Schooler, President  
 Type or print name


**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. Zephyr Hills Company, Inc.  
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)
2. Virginia  
(State or country under the law of which it is incorporated)
3. Applied For  
(FEI number, if applicable)
4. December 10, 1997  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. December , 1997  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 49 White Oak Road, Suite 100  
Fredericksburg, Virginia 22405  
(Current mailing address)
8. general partner of Zephyr Hills Limited Partnership  
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)
9. **Name and street address of Florida registered agent: (P.O. Box or Mail Drop Box NOT acceptable)**  
  
Name: Leonard H. Johnson, Esquire  
  
Office Address: 37837 Meridian Avenue, Suite 314  
Dade City, Florida, 33525  
(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 addresses of officers and/or directors: (Street address **ONLY**- P. O. Box **NOT** acceptable)

**A. DIRECTORS (Street address only- P. O. Box NOT acceptable)**

Chairman: W. Malone Schooler

Address: 49 White Oak Road, Suite 100  
Fredericksburg, Virginia 22405

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

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

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

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

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

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

**B. OFFICERS (Street address only- P. O. Box NOT acceptable)**

President: W. Malone Schooler

Address: 49 White Oak Road, Suite 100  
Fredericksburg, Virginia 22405

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

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

Secretary: Ann Bowman

Address: 49 White Oak Road, Suite 100  
Fredericksburg, Virginia 22405

Treasurer: W. Malone Schooler

Address: 49 White Oak Road, Suite 100  
Fredericksburg, Virginia 22405

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

13. (Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. W. Malone Schooler, President  
(Typed or printed name and capacity of person signing application)

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MAIL ROOM  
MILWAUKEE, FLORIDA

FILED

# Commonwealth of Virginia



## State Corporation Commission

I Certify the Following from the Records of the Commission:

ZEPHYR HILLS COMPANY, INC. is a corporation existing under and by virtue of the laws of Virginia, and is in good standing.

The date of incorporation is December 10, 1997.

Nothing more is hereby certified.

FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



Signed and Sealed at Richmond  
on this Date: December 19, 1997

*William J. Bridge*

William J. Bridge, Clerk of the Commission