

# F990000000029

Document Number Only

CT Corporation System  
660 East Jefferson Street  
Tallahassee, FL 32301  
Tel 850 222 1092  
Fax 850 222 7615  
Attn: Jeff Netherton

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-01/04/99--01039--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Sherwood, Inc. d/b/a: Sherwood Tennessee, Inc.

<input checked="" type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input checked="" type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
<input type="checkbox"/> LLC	<input type="checkbox"/> Name Registration	<input type="checkbox"/> Change of RA
	<input type="checkbox"/> Fictitious Name	<input type="checkbox"/> UCC
<input type="checkbox"/> Certified Copy	<input type="checkbox"/> Photocopies	<input type="checkbox"/> CUS
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	<input type="checkbox"/> After 4:30
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name \_\_\_\_\_  
Availability \_\_\_\_\_  
Document \_\_\_\_\_  
Examiner \_\_\_\_\_  
Updater \_\_\_\_\_  
Verifier \_\_\_\_\_  
Acknowledgement \_\_\_\_\_  
W.P. Verifier \_\_\_\_\_

01/04/99

AL JAN 4 - 1999

99 JAN -4 PM 3:36  
SHERWOOD TENNESSEE, INC.  
TALLAHASSEE, FLORIDA

FILED

99 JAN -4 AM 11:17  
OFFICE OF CORPORATION

RECEIVED

**SHERWOOD, INC.****WRITTEN CONSENT IN LIEU OF A MEETING  
OF THE BOARD OF DIRECTORS**

December 18, 1998

FILED  
99 JAN -14 PM 3:36  
SECRETARY  
TALLAHASSEE, FLORIDA

Pursuant to the authority of Section 48-18-202 of the Tennessee Business Corporation Act, as amended, the undersigned, being all the members of the Board of Directors of Sherwood, Inc., a Tennessee corporation (the "Corporation"), hereby approve and consent to the adoption of the following resolutions, upon unanimous written consent, through this instrument, in lieu of a meeting of the Board of Directors:

**WHEREAS**, the Board of Directors hereby deems it advisable and in the best interests of the Corporation for the Corporation to qualify to transact business in the State of Florida; and

**WHEREAS**, the Board of Directors hereby deems it advisable and in the best interests of the Corporation that the Corporation adopt the assumed name "Sherwood Tennessee, Inc. for use in Florida;

**NOW, THEREFORE, IT IS:**

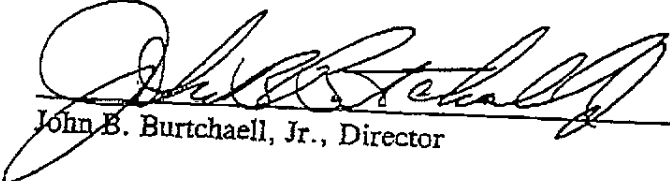
**RESOLVED**, that the officers of the Corporation be, and hereby are, authorized, empowered and directed to take any action and execute and deliver any document reasonably necessary in order to qualify the Corporation to conduct business in the State of Florida; and

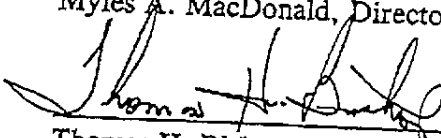
**RESOLVED, FURTHER**, that the officers of the Corporation be, and hereby are, authorized, empowered and directed to take any action and execute and deliver any document reasonably necessary in order to adopt the assumed name "Sherwood Tennessee, Inc." for use in Florida.

The actions taken by this written consent shall have the same force and effect as if taken at a meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the State of Tennessee.

This written consent may be executed in counterparts, each of which shall be deemed an original for all purposes and together shall constitute one and the same written consent.

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first above written.

  
John B. Burtchaell, Jr., Director

Myles A. MacDonald, Director  
  
Thomas H. Bishop, Director

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SECRET  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned directors have executed this written consent as of the date first above written.

\_\_\_\_\_  
John B. Burtchaell, Jr., Director

\_\_\_\_\_  
Myles A. MacDonald, Director

\_\_\_\_\_  
Thomas H. Bishop, Director

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

# 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. Sherwood, 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. Tennessee  
(State or country under the law of which it is incorporated)
3. 62-1658364  
(FEI number, if applicable)
4. October 21, 1996  
(Date of Incorporation)
5. Perpetual  
(Duration: Year corp. will cease to exist or "perpetual")
6. October 30, 1998  
(Date first transacted business in Florida. (SEE SECTIONS 607.1501, 607.1502, AND 817.155, F.S.))
7. 500 Church Street, Suite 200, Nashville, Tennessee 37219  
(Current mailing address)

8. Liquidation of foreclosed assets  
(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: C T Corporation System

Office Address: 1200 South Pine Island Road

Plantation, Florida, 33324  
(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.*

MARY R. ADAMS  
ASSISTANT SECRETARY

Mary R. Adams  
(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: See attached list of directors

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

Vice Chairman: See attached list of directors

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

Director: See attached list of directors

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

Director: See attached list of directors

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

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

President: See attached list of officers

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

Vice President: See attached list of officers

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

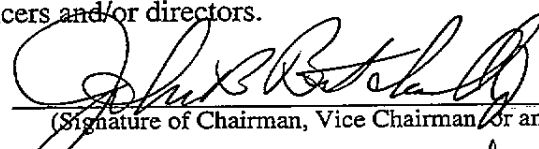
Secretary: See attached list of officers

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

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

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

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

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

14. John B. Burtchae, Jr.  
(Typed or printed name and capacity of person signing application)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**SHERWOOD, INC.**

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

**12. A. DIRECTORS**

Director: John B. Burtchaell, Jr.  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

Director: Myles A. MacDonald  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

Director: Thomas H. Bishop  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

**B. OFFICERS**

President: Myles A. MacDonald  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

Vice President: Thomas H. Bishop  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

CFO: Carl W. Stratton  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

Controller: Betty Lou Burnette  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

Secretary: John B. Burtchaell, Jr.  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

Treasurer: Kimberly A. Stringfield  
Address: 500 Church Street, Suite 200, Nashville, Tennessee 37219

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Secretary of State  
Corporations Section**

**James K. Polk Building, Suite 1800  
Nashville, Tennessee 37243-0306**

ISSUANCE DATE: 12/17/1998  
REQUEST NUMBER: 98351157  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION-DATE: 02/24/1997  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0326024  
JURISDICTION: TENNESSEE

TO:  
BOULT CUMMINGS CONNERS & BERRY  
MARY WARD  
414 UNION STREET  
NASHVILLE, TN 37219

REQUESTED BY:  
BOULT CUMMINGS CONNERS & BERRY  
MARY WARD  
414 UNION STREET  
NASHVILLE, TN 37219

**CERTIFICATE OF EXISTENCE**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
"SHERWOOD, INC."

IS A CORPORATION DULY INCORPORATED UNDER THE LAW OF THIS STATE WITH DATE OF  
INCORPORATION AND DURATION AS GIVEN ABOVE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
EXISTENCE OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT ARTICLES OF DISSOLUTION HAVE NOT BEEN FILED; AND  
THAT ARTICLES OF TERMINATION OF CORPORATE EXISTENCE HAVE NOT BEEN FILED

FILED  
99 JAN -4 PM 3:37  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FOR: REQUEST FOR CERTIFICATE

ON DATE: 12/17/98

FROM:  
BOULT, CUMMINGS, CONNERS & BERRY  
P. O. BOX 198062  
NASHVILLE, TN 37219-0000

RECEIVED: FEES \$20.00 \$0.00  
TOTAL PAYMENT RECEIVED: \$20.00

RECEIPT NUMBER: 00002398473  
ACCOUNT NUMBER: 00000413



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE