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JOHN J. KENDRON

W. BRANTLEY BRANNON
(1907-1985)

CLARENCE E. BROWN
(1911-1997)

March 21, 2002

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Secretary of State
State of Florida
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: J. C. Marsh & Sons Hunting Club, LLC

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent in the above-referenced corporation, along with a check in the amount of $125.00 to cover the filling fee, Registered Agent Designation and LLC Status Certificate.

If you find the enclosed in proper form, please file the original and return a copy to me along with the Corporate Status Certificate. Also enclosed is a self-addressed envelope for your convenience.

Sincerely yours,

Elva L. Cook

Elva L. Cook
Legal Assistant

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02 MAR 26 AM 10:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

/elc
Enclosures

Elva L. Cook GAVE AUTHORIZATION BY PHONE TO CORRECT Art I
DATE 4/2/02
DOC. EXAM TCSP

B. WHITE APR - 2 2002 6

ARTICLES OF INCORPORATION

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OF

SECRETARY OF STATE
TALLAHASSEE FLORIDA

J. C. MARSH & SONS HUNTING CLUB Inc.
a non-profit Florida corporation

(Pursuant to §617.0202, Florida Statutes.)

The undersigned have this day associated themselves for the purpose of forming a non-profit corporation under the laws of Florida and adopt the following Articles of Incorporation.

1. **Name.** The name of this corporation is **J. C. MARSH & SONS HUNTING CLUB** Inc. The duration of the corporation shall be perpetual.

2. **Objectives.** The specific scientific, literary, and educational objectives of this corporation are to be to provide recreation opportunities to the members together with preservation of wildlife and the environment.

3. **Powers.** In furtherance of its objectives and to provide funds therefor, this corporation shall have the capacity and power to do any and all things necessary and appropriate to their accomplishment, including but not limited to:

a. To acquire by purchase, lease or otherwise; to own, hold, maintain and improve; to sell, exchange, mortgage, license, lease or otherwise dispose of, such real and personal property as may be necessary to further accomplish this corporation's purposes.

b. To accept and receive by money and property for the uses and purposes of this corporation.

c. To invest and reinvest its funds and assets.

d. To make and enter into contracts and agreements of every kind and description necessary to further the purposes of this corporation.

e. To lend its funds upon adequate security and to borrow for its corporate purposes and secure the same by mortgage or pledge of any and all its corporate real or personal property or both.

f. To exercise all rights and privileges appurtenant to any securities or any property held by this corporation, including, but without limitation to, the right to vote any share of stock which may be held by this corporation.

g. To collect dues, to engage in fund-raising activities, and to borrow money and to issue notes and other evidences of indebtedness and obligations from time to time for any lawful corporate purpose or objective, and to mortgage, pledge, and otherwise charge any or all its properties, rights, privileges, and assets to secure the payment thereof.

h. To establish terms and conditions of membership in the corporation.

i. To do any and every act or thing, and to engage in any other activity or undertaking necessary or convenient to the fulfillment of the purposes of this corporation which a corporate body may lawfully do or perform.

4. **Non-Profit Status.** This corporation shall be a non-profit corporation and shall have no capital stock, and no dividends or pecuniary profits shall be declared or paid to the directors, officers, or members thereof. No part of the net earnings of this corporation shall inure to the benefit of any director, officer, or member of this corporation or any private individual, provided, however, that reasonable compensation may be paid for services rendered to this corporation in the furtherance of its purposes.

5. **Classes of Membership.** The present members of this corporation are the incorporators and directors thereof. Any person may become a member of this corporation under the terms and conditions established in the by-laws of this corporation.

6. **Registered Agent.** This corporation appoints **F. S. Oosterhoudt, III, Route 16, Box 606, Lake City, Florida 32055**, who has been a bona fide resident of the State of Florida for at least three years, as its Registered agent in and for the State of Florida. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Florida Corporation Commission of a statement in accordance with F.S. 617.1509.

7. **Known Place of Business.** The known place of business of the corporation shall be: **Route 16, Box 606, Lake City, Florida 32055** and at such other places as from time to time may be selected by the Board of Directors.

8. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the by-laws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the members at an annual or special meeting, as shall be provided in the by-laws.

The names and addresses of the members of the initial Board of Directors, who shall serve until their successors are qualified according to the by-laws, are:

F. S. Oosterhoudt, III
William C. Prevatt
James W. Prevatt

The Board of Directors shall have full power to adopt, alter and amend the by-laws of this corporation and to make proper rules and regulations for the transaction of its affairs.

9. Incorporators. The names and addresses of the undersigned incorporators are:

F. S. Oosterhoudt, III, Route 16, Box 606, Lake City, Florida 32055
William C. Prevatt, Route 19, Box 625, Lake City, Florida 32025
James W. Prevatt, Route 19, Box 625, Lake City, Florida 32025

All powers, duties and responsibilities of the incorporators shall cease at the time of delivery of these Articles of Incorporation to the Florida Corporation Commission for filing.

10. **Indemnification of Officers, Directors, Employees, and Agents.** Subject to the provisions of this Article, the corporation shall indemnify any and all its existing and former directors, officers, employees and agents against all expenses incurred by them and each of them including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise which may arise or be incurred, rendered, or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while acting within the scope of services or employment as director, officer, employee or agent of the corporation, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person.

Whenever any existing or former director, officer, employee or agent shall report to the president of the corporation or the chairman of the Board of Directors that he or she has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties, and amounts paid in settlement or compromise in a legal action brought or threatened against him or her for or on account of any action or omission alleged to have been committed by him or her while acting within the scope of his or her services or employment as a director, officer employee or agent of the corporation, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent.

If the Board of Directors determines in good faith that such person did not act, failed to act, or refused to act willfully or with gross negligence or with fraudulent or criminal intent in regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available with respect to liabilities under the Securities Act of 1933 and provided further that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation at its own expense and through counsel of its own choosing, to defend him or her in the action.

11. **Amendment of Articles of Incorporation.** These Articles of Incorporation may be amended by the affirmative vote of a majority of the members of this corporation at a meeting called for that purpose.

IN WITNESS WHEREOF, the following incorporators have signed these Articles of Incorporation this 20 day of MARCH 2002.

F. S. OOSTERHOUDT, III

WILLIAM C. PREVATT

JAMES W. PREVATT

State of Florida
County of Columbia

SWORN TO AND SUBSCRIBED before me, this 20 day of MARCH 2002 **F. S. OOSTERHOUDT, III**, who is personally known to me or who produced ________________ as identification.

Terri Andrews

State of Florida
County of Columbia

Terri L Andrews
My Commission CC896673
Expires December 19, 2003

SWORN TO AND SUBSCRIBED before me, this 20 day of MARCH 2002 **WILLIAM C. PREVATT**, who is personally known to me or who produced ________________ as identification.

Terri Andrews

State of Florida
County of Columbia

Terri L Andrews
My Commission CC896673
Expires December 19, 2003

SWORN TO AND SUBSCRIBED before me, this 20 day of MARCH 2002 **JAMES W. PREVATT**, who is personally known to me or who produced ________________ as identification.

Terri Andrews

Terri L Andrews
My Commission CC896673
Expires December 19, 2003

ACCEPTANCE BY REGISTERED AGENT

F. S. Oosterhoudt, III, Route 16, Box 606, Lake City, Florida 32055 who has been a bona fide resident of Florida, hereby accepts his appointment as Registered Agent of **J. C. MARSH & SONS HUNTING CLUB** INC, to accept and acknowledge service of, and upon whom may be served, all necessary process or processes in any action, suit or proceeding that may be had or brought against this corporation in any of the courts of Florida; and affirms that his office at the address set forth in the foregoing Articles shall serve as the Registered office of the corporation.

Date: 3-20-02

F. S. Oosterhoudt, III

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SECRETARY OF STATE
TALLAHASSEE FLORIDA