

TRANSMITTAL LETTER

P00000000 91 90

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Magnolia Plantation of Franklin County Inc.  
(Proposed corporate name - must include suffix)

300003113243--1  
-01/27/00--01067--017  
\*\*\*\*\*87.50 \*\*\*\*\*87.50

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00 Filing Fee  
☐ \$78.75 Filing Fee & Certificate of Status

☐ \$78.75 Filing Fee & Certified Copy  
☒ \$87.50 Filing Fee, Certified Copy & Certificate of Status  
ADDITIONAL COPY REQUIRED

FROM: Magnolia Plantation of Franklin County Inc  
Name (Printed or typed)

13117 Parkway  
Address

Panama City FL 32304  
City, State & Zip

(850) 874-2856  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

00 JAN 27 PM 1:24

APPROVED  
AND  
FILED

NOTE: Please provide the original and one copy of the articles.

00400

**ARTICLES OF INCORPORATION  
OF  
MAGNOLIA PLANTATION OF FRANKLIN COUNTY, INC.**

APPROVED  
AND  
FILED  
00 JAN 27 PM 1:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I - NAME**

The name of this Corporation is **MAGNOLIA PLANTATION OF FRANKLIN COUNTY, INC.**

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The nature of the business and the purposes to be transacted are to engage in and to have unlimited power to do any lawful act concerning any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporation Act.

**ARTICLE IV - CAPITAL STOCK**

The corporation is authorized to issue One Thousand (1,000) shares of Common Stock of the par value of One Dollar (\$1.00) per share, which shall be issued for money, property, or services as may be determined by the Board of Directors of the Corporation.

**ARTICLE V - PRINCIPAL OFFICE AND INITIAL  
REGISTERED OFFICE AND AGENT**

The street address of the principal office of the corporation is 13117 Parkway, Panama City, Florida 32404. The mailing address of the principal office of the corporation is Post Office Box 10409, Panama City, Florida 32304. The street address of the initial registered office of this Corporation is 13117 Parkway, Panama City, Florida 32304 and the name of the initial registered agent of this Corporation at that address is ALLEN F. CHURCHWELL, JR.

#### **ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial members of this Corporation are:

	Name:	Address:
1.	DAVID D. WALTON	13117 PARKWAY PANAMA CITY, FLORIDA 32304
2.	DAVID JACOBS	13117 PARKWAY PANAMA CITY, FLORIDA 32304
3.	ALLEN F. CHURCHWELL, JR.	13117 PARKWAY PANAMA CITY, FLORIDA 32304
4.	CARLYSLE SULLIVAN	1809 GILLIONVILLE ROAD ALBANY, GEORGIA 31707
5.	JOHN A WARREN	13117 PARKWAY PANAMA CITY, FLORIDA 32304

#### **ARTICLE VII - TRANSACTIONS WITH DIRECTORS AND OFFICERS**

No contract or other transaction between this Corporation and any other corporation, or individual, shall be, in the absence of fraud, affected or invalidated by the fact that one or more of the directors or officers of this Corporation is a party or parties to or interested in such contract, act or transaction, or in any way connected with such corporation, person or persons, and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from such contracting with this Corporation for the benefit of himself or any firm, association or corporation in which he may be interested. Any director of this Corporation may vote on any contract or other transaction between this Corporation and any subsidiary or controlled corporation without regard to the fact that he is also a director of such subsidiary or controlled corporation.

#### **ARTICLE VIII - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

#### **ARTICLE IX - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles is ALLEN F. CHURCHWELL, JR, P.O. Box 10409, Panama City, Florida 32304..

**IN WITNESS WHEREOF**, the undersigned subscribers have executed these Articles of Incorporation this 26<sup>TH</sup> day of January, 2000.

  
ALLEN F. CHURCHWELL, JR.

**STATE OF FLORIDA  
COUNTY OF FRANKLIN**

**BEFORE ME**, a Notary Public authorized to take acknowledgements in the state and county set forth above, personally appeared ALLEN F. CHURCHWELL, JR. known to me and known by me to be the persons who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed those Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 26<sup>th</sup> day of January 2000.

*Rita L. Massey*  
**NOTARY PUBLIC  
STATE OF FLORIDA AT LARGE**



Rita L. Massey  
MY COMMISSION # C6831832 EXPIRES  
June 18, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

00 JAN 27 PM 1:24  
APPROVED  
AND  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

The following is submitted in compliance with Section 48.091 Florida Statutes:

**MAGNOLIA PLANTATION OF FRANKLIN COUNTY, INC.**, desiring to organize under the laws of the State of Florida, with its principal office at the city of Panama City, Florida, has named ALLEN F. CHURCHWELL, JR., as its registered agent at the registered office at 13117 Parkway, Panama City, Florida 32304, to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of the above-referenced statute relative to keeping said office open. I am familiar with and accept the duties and responsibilities of registered agent.

*Allen F. Churchwell, Jr.*  
**ALLEN F. CHURCHWELL, JR., Registered Agent**

January 26, 2000.