

POTTER, CLEMENT AND LOWRY  
ATTORNEYS AT LAW  
308 EAST FIFTH AVENUE  
MOUNT DORA, FLORIDA 32757  
(352) 383-4186

W. L. G. POTTER, P.A.  
J. EDWARD CLEMENT, P.A.  
ARCHIE O. LOWRY, P.A.

PO00000012395

January 27, 2000

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

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-01/31/00--01122--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Articles of Incorporation - EDWARDS RAILWAY MOTOR CAR CO.

Dear Sir or Madam:

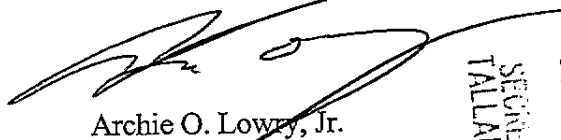
Enclosed please find an original and one (1) copy of Articles of Incorporation for the above-referenced corporation. You will also find enclosed this firm's check payable to the Secretary of State in the amount of \$78.75, representing the following fees:

\$ 35.00	Filing Fee
\$ 35.00	Registered Agent Designation
\$ 8.75	Certified Copy
\$ 78.75	Total

We would appreciate your filing the enclosed Articles and sending us confirmation of same.

If you have any questions, please do not hesitate to contact me. We appreciate your assistance in this matter.

Very truly yours,

  
Archie O. Lowry, Jr.

AOLjr/rp  
Enclosures

FILED  
00 JAN 31 AM 9: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2-4-00

**ARTICLES OF INCORPORATION**  
**OF**  
**EDWARDS RAILWAY MOTOR CAR CO.**

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00 JAN 31 AM 9: 04  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is EDWARDS RAILWAY MOTOR CAR CO., whose initial principal office is 201 W. 11<sup>th</sup> Ave., Mount Dora, Florida 32757, and whose mailing address is Post Office Box 1064, Mount Dora, Florida 32756.

**ARTICLE II. COMMENCEMENT OF EXISTENCE**

This corporation shall begin its existence on the date of filing of these Articles of Incorporation.

**ARTICLE III. DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV. PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida and do any and all things as follows:

**ARTICLE V. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is:

Fifty Thousand Shares (50,000) shares of Common Stock

having a Nominal or Par Value of One and No/100 Dollars

(\$1.00) per share.

The consideration to be paid for each share shall be payable in lawful money of the United States of America, or in property, labor or services, which, in the judgment of the Board of

Directors of the Corporation shall be of a valuation equivalent to the value of stock to be issued.

#### **ARTICLE VI. PREEMPTIVE RIGHTS**


Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which is offered to others.

#### **ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 308 East Fifth Avenue, Mount Dora, Florida 32757, and the name of the initial registered agent of this corporation at that address is Archie O. Lowry, Jr., 308 East Fifth Avenue, Mount Dora, Florida 32757.

#### **ACKNOWLEDGEMENT:**

Having been made to accept service of process for the above state corporation at the place designated in these Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the property and complete performance of my duties. I hereby am familiar with and accept the obligations as registered agent for said corporation.

  
ARCHIE O. LOWRY, JR.  
Registered Agent

#### **ARTICLE VIII. INITIAL BOARD OF DIRECTORS**

This corporation shall have a minimum of one (1) director at all times. The number of directors may be increased from time to time by the By-laws, but shall never be less than one (1). The name and address of the initial directors of this corporation are:

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00 JAN 31 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NAME

ADDRESS

Steven Torrico

P. O. Box 1064  
Mt. Dora, FL 32756

Members of the Board of Directors shall be deemed present at a meeting if a conference telephone or similar communications equipment and by means of which all persons participating in the meeting can hear each others views.

**ARTICLE IX. INFORMAL SHAREHOLDER ACTION**

The holders of not less than a majority of the issued and outstanding shares of voting stock of the corporation may act a written agreement without a meeting, as provided in Florida Statutes 621 in the By-laws.

**ARTICLE X. INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

NAME

ADDRESS

Steven Torrico

Street Address: 201 W. 11<sup>th</sup> Ave.  
Mount Dora, FL 32757

Mailing Address: P. O. Box 1064  
Mount Dora, FL 32756

**ARTICLE XI. INDEMNIFICATION**

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

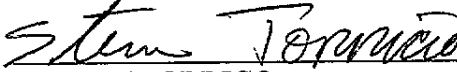
**ARTICLE XII. AMENDMENT**

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

**ARTICLE XIII. BYLAWS**

The power to adopt, amend or repeal the Bylaws shall be reserved in the Shareholders or Board of Directors of this corporation.


IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27<sup>th</sup> day of January, 2000.

  
STEVEN TORRICO  
Subscriber

STATE OF FLORIDA  
COUNTY OF LAKE

The foregoing instrument was acknowledged before me this 27<sup>th</sup> day of January, 2000, by Steven Torrico, Subscriber to these Articles of Incorporation.

*Personally Known*

  
NOTARY PUBLIC  
Commission Expires

client\torrico\railway\articles



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00 JAN 31 AM 9:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA