

# P0000000/6289

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SAM R. MARKS (1885-1973)  
HARRY T. GRAY (1890-1975)  
FRANCIS P. CONROY II (1912-1991)  
DELBIDGE L. GIBBS (1917-1992)

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February 8, 2000

Florida Department of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

500003132045--5  
-02/11/00--01012--002  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Hillyer Holding Corporation

Dear Sirs/Ladies:

Enclosed for filing is the Articles of Incorporation for the above-referenced corporation. Our firm check in the amount of \$122.50 representing the filing fee is also enclosed.

We would appreciate you filing the enclosed document and returning the certified/receipt-stamped copy by regular mail to us at your earliest convenience.

Thank you for your assistance.

Very truly yours,

MARKS, GRAY, CONROY & GIBBS

  
Nicholas V. Pulignano, Jr.

NVPjr/ch  
Enclosures

cc: Charles C. Hillyer, Jr.  
(via e-mail)

FILED  
00 FEB 10 AM 7:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch FEB 16 2000

**ARTICLES OF INCORPORATION  
OF  
HILLYER HOLDING CORPORATION**

**ARTICLE I  
NAME**

The name of this Corporation is HILLYER HOLDING CORPORATION

**ARTICLE II  
NATURE OF BUSINESS**

This corporation is organized for the purpose of holding real estate and such other business lawful business permitted under the laws of the State of Florida or any other state and of the United States.

**ARTICLE III  
CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share, which shares shall be and hereby are designated as "Common Shares". Without action by the stockholders, any or all of the authorized shares may be issued by the corporation from time to time for such consideration as may be fixed by the Board of Directors of this corporation.

**ARTICLE IV  
TERM OF EXISTENCE**

The term for which this corporation shall exist shall be perpetual, commencing on the date of execution of these Articles.

**ARTICLE V  
PRINCIPAL OFFICE OF THE CORPORATION**

The principal office of the business of the corporation shall be 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207. The Board of Directors may, from time to time, change the principal office and mailing address to any other address in Florida.

FILED  
00 FEB 10 AM 7:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this corporation in the State of Florida is 1200 Riverplace Boulevard, Suite 800, Jacksonville, Florida 32207, and the name of the initial registered agent of this corporation at that address is Nicholas V. Pulignano, Jr. The Board of Directors may, from time to time, change the registered agent or move the registered office to any other address in Florida.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

This corporation shall have six (6) Directors initially. The number of Directors may be increased or diminished, from time to time, by amendment to the Bylaws, but in no event shall the number of Directors be reduced below one (1). The names and addresses of the initial Directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Charles C. Hillyer, Jr.	P. O. Box 114 Kolonias, Pohnpei FM 96941
Emma Gray Hillyer Newsom	4358 Timuquana Road, #170 Jacksonville, FL 32210
Hilah Hillyer Autrey	9331 Preston Trail East Ponte Vedra Beach, FL 322082
Mary Royster MacCormac	609 41 <sup>st</sup> Street Sacramento, CA 95819
Kennard Avery Hillyer	5306 East Cove Marietta, GA 30062
Stuart M. Pedlow	2056 Cashenwood Drive Fernandina Beach, FL 32034

**ARTICLE VIII  
INCORPORATOR**

The name and address of the Incorporator of this corporation is:

Hilah Hillyer Autrey                      9331 Preston Trail East  
Ponte Vedra Beach., FL 322082

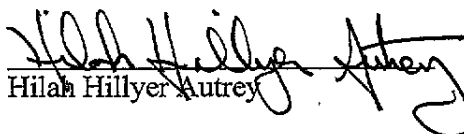
**ARTICLE IX  
BYLAWS**

Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaws shall not be altered, repealed or amended by the Board of Directors.

**ARTICLE X  
AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Both the shareholders and the Board of Directors may repeal, amend or adopt Bylaws for the corporation, pursuant to these Articles, except that the shareholders may prescribe in any Bylaws made by them that such Bylaw shall not be altered, repealed or amended by the Board of Directors.


IN WITNESS WHEREOF, the undersigned Incorporator, being a natural person competent to contract, has hereunto set her hand and affixed her seal this 3<sup>rd</sup> day of February, 2000.

  
Hilah Hillyer Autrey

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3 day of February, 2000, by Hilah Hillyer Autrey, who is personally known to me or who has produced valid license as identification.

known to me  
personally

  
Print Name: \_\_\_\_\_  
Notary Public, State of Florida

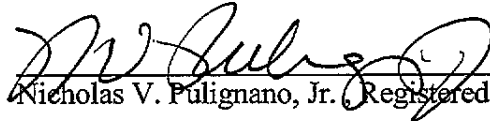


KAREN POLUS OLSON  
Notary Public, State of Florida  
My comm. expires Mar. 3, 2002  
Comm. No. CC 721209

**CERTIFICATE OF ACCEPTANCE OF DESIGNATION OF  
REGISTERED AGENT OF  
HILLYER HOLDING CORPORATION**

Pursuant to Sections 48.091 and 607.034, Florida Statutes, the undersigned, having been designated as the initial Registered Agent for the service of process within the State of Florida upon HILLYER HOLDING CORPORATION, a corporation organized under the laws of the State of Florida, does hereby accept the appointment as such Registered Agent for the above-named corporation, and does hereby agree to comply with the provisions of Section 48.091(2) relative to keeping open the Registered Office of said corporation, which Registered Office is located at 1200 Riverplace Boulevard, Suite 800, Jacksonville, FL 32207.

IN WITNESS WHEREOF, I, such designated Registered Agent, have hereunto set my hand and seal at Jacksonville, Duval County, Florida, on this 7<sup>th</sup> day of February, 2000.

  
\_\_\_\_\_  
Nicholas V. Pulignano, Jr. Registered Agent

**FILED**  
**00FEB 10 AM 7:39**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**