

TRANSMITTAL LETTER

FILED

00 FEB 11 PM 4:23

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

SUBJECT: Rockhold, Inc.

(Proposed corporate name - must include suffix)

500003132575--1

-02/11/00--01069--010

*****78.75 *****78.75

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

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: Walter D. Rockhold
Name (Printed or typed)

P.O. Box 573
Address

Fruitland Park, FL 34731-0573
City, State & Zip

(352) 326-4489
Daytime Telephone number

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

D. BROWN FEB 16 2000

ARTICLES OF INCORPORATION
OF
ROCKHOLD, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**The undersigned incorporators hereby associate themselves together
to form a corporation under Chapter 607, Florida Statutes.**

ARTICLE I

NAME

**The name of the corporation is Rockhold, Inc., 1666 Timber Ridge
Circle, Leesburg, Florida, 34748.**

ARTICLE II

GENERAL PURPOSE

**The general purpose or purposes for which the corporation is organized
is the transaction of any or all lawful business for which corporations may be
incorporated under Chapter 607, Florida Statutes.**

ARTICLE III

CAPITAL STOCK

**The aggregate number of shares of stock which the corporation shall
have the authority to issue is 60,000 shares of common stock having a par
value of \$1.00 per share.**

ARTICLE IV
TERM OF EXISTENCE

This corporation shall begin its existence on the day these Articles of Incorporation are filed with the Secretary of State of the State of Florida, and shall exist perpetually.

ARTICLE V
ADDRESS OF INITIAL REGISTERED OFFICE AND
NAME OF INITIAL REGISTERED AGENT

The initial registered office of this corporation and the name of its initial registered agent at such address are:

**Walter D. Rockhold
1666 Timber Ridge Circle
Leesburg, FL 34748**

ARTICLE VI
DIRECTORS

The initial Board of Directors shall consist of two (2) members. A member of the Board of Directors need not be a resident of the State of Florida or a shareholder of the corporation.

The names and addresses of the persons who shall serve as Directors

until the first annual meeting of shareholders, or until their successors have been elected and qualified are as follows:

**Walter D. Rockhold
1666 Timber Ridge Circle
Leesburg, FL 34748**

**Helen E. Rockhold
1666 Timer Ridge Circle
Leesburg, FL 34748**

ARTICLE VII
OFFICERS

The name and address of each of the officers of the corporation are:

PRESIDENT **Walter D. Rockhold
1666 Timber Ridge Circle
Leesburg, FL 34748**

SECRETARY/TREASURER **Helen E. Rockhold
1666 Timber Ridge Circle
Leesburg, FL 34748**

ARTICLE VIII
INCORPORATORS

**The name and address of each of the incorporators and the
number of shares of stock which each shall take are:**

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Walter D. Rockhold	1666 Timber Ridge Circle Leesburg, FL 34748	50
Helen D. Rockhold	1666 Timber Ridge Circle Leesburg, FL 34748	50

ARTICLE IX
RESTRICTION ON TRANSFER

**The transfer of any share of stock of this corporation shall be
restricted and each stock certificate shall bear the notice of restriction in a
conspicuous place.**

The restriction shall read as follows:

**"The shares of stock evidenced by this certificate may not be
transferred, pledged, assigned, or encumbered except in accordance with the
terms of the Buy-Sell Agreement, a copy of which is on deposit and
maintained in the corporate book."**

ARTICLE X
AMENDMENT

The Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI
BYLAWS


The power to adopt, amend or repeal the By-laws shall be reserved to the Shareholders of this corporation.

ARTICLE XII
INDEMNIFICATION

The corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

IN WITNESS WHEREOF, we have hereunto set our hands and seals
this 7th day of Feb., 2000


Walter D. Rockhold


Helen E. Rockhold

**ACCEPTANCE OF REGISTERED AGENT
DESIGNATED IN ARTICLES OF INCORPORATION**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**I hereby accept to act as initial Registered Agent for Rockhold, Inc. as stated
in these Articles of Incorporation.**

Dated:


Walter E. Rockhold