

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P00000035673

Smithgall Holdings  
LLC

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-04/07/00--01049--008  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

- ☒ Art of Inc. File \_\_\_\_\_  
\_\_\_\_ LTD Partnership File \_\_\_\_\_  
\_\_\_\_ Foreign Corp. File \_\_\_\_\_  
\_\_\_\_ L.C. File \_\_\_\_\_  
\_\_\_\_ Fictitious Name File \_\_\_\_\_  
\_\_\_\_ Trade/Service Mark \_\_\_\_\_  
\_\_\_\_ Merger File \_\_\_\_\_  
\_\_\_\_ Art. of Amend. File \_\_\_\_\_  
\_\_\_\_ RA Resignation \_\_\_\_\_  
\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_  
\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_  
\_\_\_\_ Cert. Copy \_\_\_\_\_  
\_\_\_\_ ☒ Photo Copy \_\_\_\_\_  
\_\_\_\_ Certificate of Good Standing \_\_\_\_\_  
\_\_\_\_ Certificate of Status \_\_\_\_\_  
\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_  
\_\_\_\_ Corp Record Search \_\_\_\_\_  
\_\_\_\_ Officer Search \_\_\_\_\_  
\_\_\_\_ Fictitious Search \_\_\_\_\_  
\_\_\_\_ Fictitious Owner Search \_\_\_\_\_  
\_\_\_\_ Vehicle Search \_\_\_\_\_  
\_\_\_\_ Driving Record \_\_\_\_\_  
\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_  
\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

FILED  
00 APR -7 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
00 APR -7 AM 10:18  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**ARTICLES OF INCORPORATION**  
**OF**  
**SMITHGALL HOLDINGS, INC.**  
**a Florida corporation**

**FILED**  
00 APR -7 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

**ARTICLE ONE**

**NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE**

The name of this corporation shall be: **SMITHGALL HOLDINGS, INC., a Florida corporation.** The address of the principal office of the corporation is: 4256 Trout River Boulevard, Jacksonville, Florida 32208.

**ARTICLE TWO**

**PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

**ARTICLE THREE**

**DURATION**

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

**ARTICLE FOUR**

**CAPITAL STOCK**

This corporation is authorized to issue 1,000 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE**

**INCORPORATORS**

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

Mary Jane Smithgall  
4256 Trout River Boulevard  
Jacksonville, Florida 32208

**ARTICLE SIX**

**BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

**ARTICLE SEVEN**

**RESTRICTIONS ON TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

<u>NAME</u>	<u>SHARES</u>
Michael Smithgall	75 shares
Kenneth W. Nightingale	25 shares

Shares held by the initial shareholders and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

## **ARTICLE EIGHT**

### **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

## **ARTICLE NINE**

### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 4256 Trout River Boulevard, Jacksonville, Florida 32208, and the name of the initial registered agent of this corporation at this address is Mary Jane Smithgall.

## **ARTICLE TEN**

### **INITIAL BOARD OF DIRECTORS**

This corporation shall have (2) director(s) initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The

name and address of the initial director(s) of this corporation is:

Michael Smithgall  
4256 Trout River Boulevard  
Jacksonville, Florida 32208

Kenneth W. Nightingale  
4256 Trout River Boulevard  
Jacksonville, Florida 32208

#### **ARTICLE ELEVEN**

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

President	Michael Smithgall 4256 Trout River Boulevard Jacksonville, Florida 32208
Vice-President	Kenneth W. Nightingale 4256 Trout River Boulevard Jacksonville, Florida 32208
Secretary/Treasurer	Mary Jane Smithgall 4256 Trout River Boulevard Jacksonville, Fl 32208

#### **ARTICLE TWELVE**

##### **SHAREHOLDERS QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### **ARTICLE THIRTEEN**

##### **INDEMNIFICATION**

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

**ARTICLE FOURTEEN**

**AMENDMENT**

This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 6th day of April, 2000.

Mary Jane Smithgall  
Mary Jane Smithgall

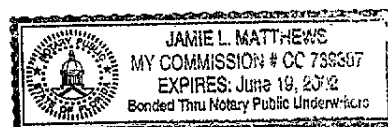
STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me this 6th day of April, 2000, by Mary Jane Smithgall, who is personally known to me or who has produced J. D. License as identification.

Jamie L. Matthews  
Signature of person taking acknowledgment

Printed name of person taking  
acknowledgment

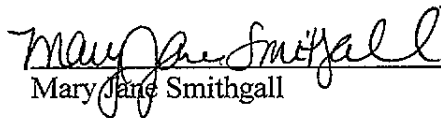


**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that SMITHGALL HOLDINGS, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named MaryJane Smithgall, as its agent 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 provision of said act relative to keeping office open.

  
Mary Jane Smithgall

FILED  
00 APR - 7 AM 10:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA