

P00000077184

SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

BRADEN K. BALL, JR.
ROLLIN D. DAVIS, JR.
Board Certified Real Estate Lawyer
MAUREEN DUIGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
FLETCHER FLEMING
MILLARD L. FRETLAND
THOMAS J. GILLIAM, JR.
PAUL W. GROOM II
CHARLES L. HOFFMAN, JR.
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
M. J. MENGE
ROBERT C. PALMER, III
Board Certified Civil Trial Lawyer
STEPHEN B. SHELL
Board Certified Real Estate Lawyer
THURSTON A. SHELL
JOHN B. TRAWICK
SUSAN A. WOOLF

CHARLES L. HOFFMAN, JR.

TELEPHONE • (850) 434-2411

FACSIMILE • (850) 435-1074

E-Mail ♦ choffman@shellfleming-law.com

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32501

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32598-1831

August 7, 2000

Corporate Records Bureau
Division of Corporations
Department of State
Tallahassee, Florida 32301

RE: Incorporation of: BEARDSLEY ASSOCIATES, INC.

Dear Ladies and Gentlemen:

500003351125--9
-08/09/00--01080--011
*****78.75 *****78.75

Enclosed please find original and one copy of the Articles of Incorporation for the above corporation. I would appreciate your filing the original Articles and returning a certified copy to me in the enclosed pre-addressed, self-stamped envelope. Our check in the amount of \$78.75 for the required filing fee is enclosed.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Charles L. Hoffman, Jr.

CLHJr./cap
Enclosures
H3057.00000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 PM 3:09

B. McKnight AUG 15 2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 PM 3: 09

ARTICLES OF INCORPORATION

OF

Beardsley Associates, Inc.

The undersigned incorporators file these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

ARTICLE I. CORPORATE NAME

The name of this corporation shall be Beardsley Associates, Inc.

ARTICLE II. NATURE OF BUSINESS AND POWERS

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE

This corporation shall exist perpetually unless dissolved according to law.

ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having a par value of one dollar (\$1.00) per share.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to share of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his or her pro rata share at the price at which it is offered to others.

ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS

The initial principal office and mailing address of the corporation shall be:

3238 Quiet Water Lane
Gulf Breeze, FL 32561

ARTICLE VII. REGISTERED AGENT AND INITIAL REGISTERED OFFICE

The Registered Agent and the street address of the initial registered office of this corporation in the State of Florida shall be:

Charles L. Hoffman, Jr.
Ninth Floor, Seville Tower
226 Palafox Place
Pensacola, FL 32501

ARTICLE VIII. BOARD OF DIRECTORS

This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by By-Laws adopted by the stockholders, but shall never be less than one.

ARTICLE IX. INITIAL DIRECTORS

The names and addresses of the initial directors of this corporation and their street address are:

William Franklin Beardsley
3238 Quiet Water Lane
Gulf Breeze, Florida 32561

Teresa H. Beardsley
3238 Quiet Water Lane
Gulf Breeze, Florida 32561

The persons named as initial directors shall hold office for the first year of existence of this corporation or until his or her successor is elected or appointed and has qualified, whichever occurs first.

ARTICLE X. RESTRICTIONS ON TRANSFER OF STOCK

The corporation, and, subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation; and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his or her personal representative, heirs, devisees, legatees, pledgees assignees, receiver in bankruptcy, or any other person holding under or in privity with any stockholder, desires to sell his or her shares of stock, he or she shall file notice in writing of such intention with the secretary of the corporation, stating the price and terms upon which he or she desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be

deemed to have waived its privilege of purchase. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchase, the secretary of the corporation shall mail a written notice to all of the remaining stockholders by certified mail, return-receipt requested advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him or her shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation nor the remaining stockholders (collectively) may exercise their privilege of purchase as to any shares of stock less than the total number of shares involved in such offer.

ARTICLE XI. INDEMNIFICATION

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

ARTICLE XII. INCORPORATORS

The name and address of the incorporators of this corporation are:

William Franklin Beardsley and
3238 Quiet Water Lane
Gulf Breeze, Florida 32561

Teresa H. Beardsley
3238 Quiet Water Lane
Gulf Breeze, Florida 32561

ARTICLE XIII. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as incorporators, have executed the foregoing Articles of Incorporation on this 3rd day of Aug, 2000.


William Franklin Beardsley

Teresa H. Beardsley
Teresa H. Beardsley

STATE OF COLORADO
COUNTY OF North

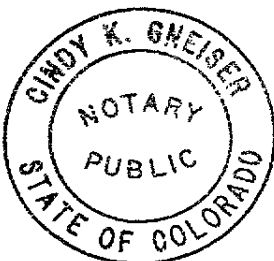
The foregoing articles of incorporation were acknowledged before me by William Franklin Beardsley who () is personally known to me ☒ produced signature card as identification on this 3 day of Aug, 2000. (bank customer)



Cindy K. Gneiser
NOTARY PUBLIC
Printed Name: Cindy K. Gneiser
Commission Number:
Commission Expiration Date: 9.22.02

STATE OF COLORADO
COUNTY OF North

The foregoing articles of incorporation were acknowledged before me by Teresa H. Beardsley who () is personally known to me ☒ produced signature card as identification on this 3 day of Aug, 2000.

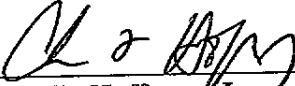


Cindy K. Gneiser
NOTARY PUBLIC
Printed Name: Cindy K. Gneiser
Commission Number:
Commission Expiration Date: 9/22/02

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Beardsley Associates, Inc. at the place designated in the Articles of Incorporation, Charles L. Hoffman, Jr., agrees to act in this capacity and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 8-7-00



Charles L. Hoffman, Jr.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 AUG -9 PM 3:09