

TRANSMITTAL LETTER

P00000079994

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

SUBJECT: SOUTHCORP, INC
(Proposed corporate name - must include suffix)

500003370865--7
-08/24/00--01022--001
*****80.00 *****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 of Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate of
Status

ADDITIONAL COPY REQUIRED

FROM: FRANK HAGUE
Name (Printed or typed)

P.O. Box 1950
Address

BOCA GRANDE, FL 33921
City, State & Zip

941-964-5634
Daytime Telephone number

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 AUG 24 AM 10:01

APPROVED
AND
FILED

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

**ARTICLES OF INCORPORATION
OF
SOUTHCORP, INC.**

ARTICLE I - NAME

The name of this corporation shall be SouthCorp, Inc.

ARTICLE II - DURATION

This corporation shall have perpetual duration commencing on the date of execution and acknowledgment of these articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue 1,000 shares at ten cents \$0.10 par value per share.

ARTICLE V - INITIAL PLACE OF BUSINESS AND REGISTERED AGENT

The initial principle place of business shall be 4190 Loomis Avenue, P.O. Box 1950, Boca Grande, FL 33921-1950, and the name of the initial registered agent of this corporation is Frank Hague, The corporation shall however, have the right and power to transact business and to establish offices and agencies as such other places, both within and without the State of Florida, as its directors may authorize and to so transact business and establish offices and agencies in foreign countries.

APPROVED
AND
FILED
00 AUG 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Martha Hague
4190 Loomis Avenue
P.O. Box 1950
Boca Grande, FL 33921-1950

ARTICLE VII - OFFICERS

The names and street addresses of the first officers of the corporation, who shall serve as such until their successors are elected and have qualified are as follows:

Frank Hague, President
4190 Loomis Avenue
P.O. Box 1950
Boca Grande, FL 33921-1950

Martha Hague, Vice President
4190 Loomis Avenue
P.O. Box 1950
Boca Grande, FL 33921-1950

Frank Hague, Treasurer
4190 Loomis Avenue
P.O. Box 1950
Boca Grande, FL 33921-1950

Martha Hague, Secretary
4190 Loomis Avenue
P.O. Box 1950
Boca Grande, FL 33921-1950

ARTICLE VIII - INCORPORATOR

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

Frank Hague
4190 Loomis Avenue
P.O. Box 1950
Boca Grande, FL 33921-1950

ARTICLE IX - INDEMNIFICATION

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

ARTICLE X - STOCK RE-PURCHASE PLAN

The Board of Directors shall have the authority, beginning with the third year from the date of filing of these Articles, to elect to purchase the outstanding shares of stock issued to any individual shareholders during any physical year. The value of the stock shall be determined by an agreed upon amount between the shareholder and the corporation or failing to arrive at a mutually agreeable price, the nomination of an appraiser agreeable to both parties; failing to agree on an appraiser, each party shall select an appraiser of their choice and those two appraisers shall select a third appraiser. The appraisal price shall be considered by both parties as fair and just value for the stock within thirty days, the corporation shall purchase those shares of stock. All costs for the appraisals shall be borne by the corporation. Nothing contained within this Article shall in any way prohibit any individual shareholder from selling stock to a third party but in selling this stock, the individual purchaser shall be made aware of this agreement.

If any part, term or provision of this Article shall be held void, illegal, unenforceable, or in conflict with any law of Federal, State, County, or Local Government having jurisdiction over this agreement, the validity of the remaining portions of provisions shall not be affected thereby.

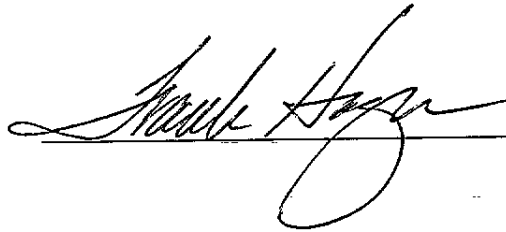
ARTICLE XI - BYLAWS

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors

ARTICLE XII - AMENDMENTS

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 reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 22nd day of August, 2000.



STATE OF FLORIDA)
) S.S.
COUNTY OF LEE)

BEFORE ME, a notary public authorized to take acknowledgments in the State and County set forth above, personally appeared Frank Hague, know to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid this 22nd day of AUGUST, 2000.

APPROVED
AND
FILED
00 AUG 24 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Notary Public, State of Florida

(Notary Seal)

My Commission Expires:

 Grace Ellen Harvey
★ My Commission CC939765
Expires May 25, 2004

The undersigned, Frank Hague, hereby accepts the designation of himself as registered agent for this corporation and agrees to serve in compliance with all applicable Florida Statutes.

