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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

PAUL W. GROOM II

TELEPHONE • (850) 434-2411 ext. 110

FACSIMILE • (850) 435-1074

E-MAIL • PGROOM@SHELLFLEMING-LAW.COM

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

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

August 21, 2000

FILED  
00 AUG 23 PM 12:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

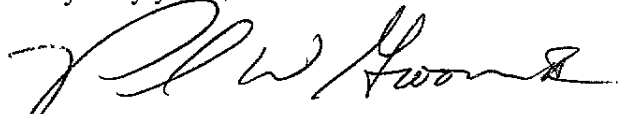
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\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: B & C Enterprises of Navarre, Inc.

Dear Ladies and Gentlemen:

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,

  
Paul W. Groom, II

PWGII/cap  
Enclosure  
G181.00000

T. Burch AUG 28

2 5000 110 0 0 2000

**ARTICLES OF INCORPORATION**

**FILED**

**OF**

**00 AUG 23 PM 12:32**

**B & C ENTERPRISES OF NAVARRE, INC.** SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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 **B & C Enterprises of Navarre, 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 one hundred thousand (100,000) 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 shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his 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:

9076 Deer Lane  
Navarre, Florida 32566-1102

The Board of Directors may change the address from time to time to any other address in the State of Florida.

## **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:

Christopher D. Wilson  
9076 Deer Lane  
Navarre, FL 32566-1102

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

## **ARTICLE VIII. BOARD OF DIRECTORS**

This corporation shall have two (2) director(s) 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 DIRECTOR(S)**

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

Bobby Cowley	Christopher D. Wilson
5131 Chimes Blvd.	9076 Deer Lane
Pensacola, Florida 32505	Navarre, FL 32566-1102

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The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have 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 personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he 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 purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, 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 desiring to sell 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 purchasing 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 street address of the Incorporators of this corporation are:

Bobby Cowley  
5131 Chimes Blvd.  
Pensacola, FL 32505


Christopher D. Wilson  
9076 Deer Lane  
Navarre, FL 32566-1102

#### **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 Incorporator, has executed the foregoing Articles of Incorporation on this 11<sup>th</sup> day of August, 2000.

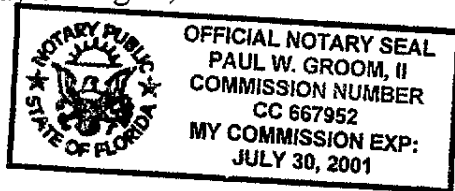
  
BOBBY COWLEY -  
INCORPORATOR

  
CHRISTOPHER D. WILSON -  
INCORPORATOR

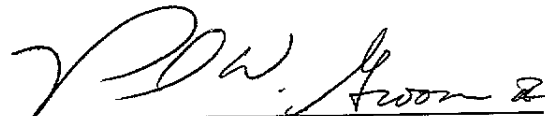
STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared BOBBY COWLEY, ( ) who is personally known to me to be or (X) who produced identification that he is the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 11<sup>th</sup> day of August, 2000.



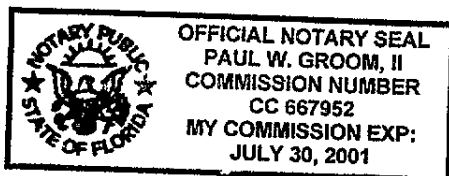
(Notary Stamp)

  
Typed Name: Paul W. Groom, II  
Notary Public  
My commission expires: 1/27/01


STATE OF FLORIDA

COUNTY OF ESCAMBIA

BEFORE ME, a Notary Public, personally appeared CHRISTOPHER D. WILSON, ( ) who is personally known to me to be or (X) who produced identification that he is the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 11<sup>th</sup> day of August, 2000.



(Notary Stamp)

  
Typed Name: Paul W. Groom, II  
Notary Public  
My commission expires: 1/27/01

## ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for B & C ENTERPRISES OF NAVARRE, INC. at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: August 11<sup>th</sup>, 2000.

  
CHRISTOPHER D. WILSON