

TRANSMITTAL LETTER

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

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-09/06/00--01016--019
*****78.75 *****78.75

SUBJECT: WADSWORTH INSURANCE AGENCY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

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: WADSWORTH INSURANCE AGENCY, INC
Name (Printed or typed)

6529 STADIUM DRIVE
Address

3EPHYRHILLS, FL 33540
City, State & Zip

(813) 782-8161 (SHEILA K. HOFFER)
Daytime Telephone number

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

FILED
00 SEP -5 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Ram

**ARTICLES OF INCORPORATION
OF
WADSWORTH INSURANCE AGENCY, INC.**

FILED
00 SEP -5 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, each a natural person competent to contract hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of the corporation is WADSWORTH INSURANCE AGENCY, INC.

ARTICLE II

Its principal office in the State of Florida is located at 6529 Stadium Dr., Zephyrhills, FL 33540. The name and address of its resident agent is William A. Wadsworth, 6529 Stadium Dr., Zephyrhills, Florida 33540.

ARTICLE III

This corporation is organized and chartered for the purpose of operation of an Insurance Agency business, and any and all other legal business in the State of Florida, in any state or territory of the United States, and in any foreign nation.

ARTICLE IV

The amount of capital with which this corporation will begin business is in excess of Five Hundred and no/100 (\$500.00) Dollars in stock and inventory.

ARTICLE V

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1,000 shares capital stock having a nominal or par value of One and no/100 (\$1.00) Dollars per share.

The consideration to be paid for each share shall be fixed by the Board of Directors. The stock issued by the corporation shall be Common Stock.

ARTICLE VI

This corporation is to exist perpetually.

ARTICLE VII

The initial post office address of the principal office of this corporation in the State of Florida is: P.O. Box 1030, Zephyrhills, FL 33539-1030. The Board of Directors, may, from to time, move the principal office to any other address in Florida.

ARTICLE VIII

This corporation shall have two (2) 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 (1).

ARTICLE IX

The name and post office address of the members of the first Board of Directors and the officers of said corporation are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
WILLIAM A. WADSWORTH	5345 Lochmead Terrace Zephyrhills, FL 33541	President,
SHEILA K. HOFFER	5245 Hill Dr. Zephyrhills, FL 33541	Vice President, Secretary, & Treasurer

ARTICLE X

The name and post office address of the subscribers of these Articles of Incorporation, the number of shares of stock and the value of the consideration, thereof, (the sum of which is not less than the amount of initial capital specified in ARTICLE IV), is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
WILLIAM A. WADSWORTH, Trustee		
WILLIAM A. WADSWORTH	5345 Lochmead Terrace	500
LIVING TRUST, dated 3/23/99	Zephyrhills, FL 33541	

SHEILA K. HOFFER, Trustee
SHEILA K. HOFFER
LIVING TRUST, dated 2/9/96

5245 Hill Dr.
Zephyrhills, FL 33541

500

ARTICLE XI

ELECTION FOR TAX PURPOSES. The parties hereto hereby acknowledge that this corporation is a full corporation established under the laws of the State of Florida, and shall be taxed as such, however, reserving the right to exercise their rights in the future to elect to be taxed as a "small business corporation" under Subchapter "S" of the Internal Revenue Code, or such other provisions of the law now or hereafter applicable to such election. Any such election shall be unanimous. If said election is exercised, the parties will cause the Corporation to execute the necessary form for exercising such election, each will execute the necessary shareholders consent, and will authorize the filing of such election and such consents with the appropriate district director. Such other action shall be taken as may be deemed necessary or advisable by counsel to the corporation to exercise such election. If said election is exercised, none of the parties, without the consent of the others shall take any action, or make any transfer or other disposition of his or her share of stock in the corporation which will result in the termination or revocation of such election, and each shall take such action as may be required to continue such election from year to year.

ARTICLE XII

SALE/PURCHASE OF STOCK: Upon the desire of any one of the stockholders to sell his/hers/its stock, or upon the death of the shareholder (or initial beneficiary of a shareholder Trust) the corporation shall purchase any and/or all of the shares owned by said stockholder by serving written notice of the intent to purchase said stock on the stockholder, or the stockholder's trustee, within ninety (90) days after the corporation has received written notice given by the stockholder to the corporation of the desire to sell. In such event, the purchase price and terms shall be in accordance with the separate "Stock Purchase Agreement" entered into by the parties hereto of even date. If the corporation fails to purchase said shares, then and in that event, the remaining shareholder (or shareholder Trust) shall purchase any and/or all of the shares offered by said selling or deceased shareholder or shareholder's trust upon the same terms and conditions.

ARTICLE XIII

The 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 a majority of the stock

entitled to vote thereon.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 4th
day of August, 2000.

WITNESSES

INCORPORATORS

Hillary Ann Manny
Signature of Witness

Hillary Ann Manny
Print Witnesses name

Cheryl S Wood
Signature of Witness

CHERYL S. WOOD
Print Witnesses name

William A Wadsworth
WILLIAM A. WADSWORTH, Trustee
WILLIAM A. WADSWORTH LIVING
TRUST

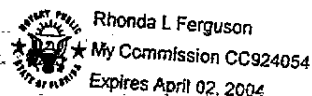
Sheila K. Hoffer
SHEILA K. HOFFER, Trustee
SHEILA K. HOFFER LIVING TRUST

STATE OF FLORIDA

COUNTY OF PASCO

The foregoing instrument was sworn to and subscribed before me this 4th
day of August, 2000, by WILLIAM A. WADSWORTH, Trustee and SHEILA K.
HOFFER, Trustee.

Rhonda L. Ferguson
Signature of Notary Public - State of Florida



Rhonda L. Ferguson
Print, Type, or Stamp Commissioned Name of Notary Public

Personally Known X OR Presented Identification _____

Type of Identification Produced

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

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

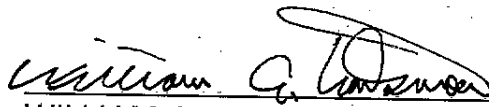
First -- that WADSWORTH INSURANCE AGENCY, INC., desiring to organize under the law of the State of FLORIDA with its principal office, as indicated in the Articles of Incorporation at the City of Zephyrhills, County of Pasco, State of Florida, has named WILLIAM A. WADSWORTH, located at:

6529 Stadium Dr.
Zephyrhills, Florida 33541

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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


WILLIAM A. WADSWORTH

FILED
00 SEP -5 AM 11:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA