

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 222-1222 • 1-800-342-8062 • Fax (850) 222-1222

PO0000094173

COPE Properties, Inc.

900003415149--9
-10/05/00--01070--017
*****70.00 *****70.00

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*****17.50 *****17.50

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<input type="checkbox"/>	LTD Partnership File	
<input type="checkbox"/>	Foreign Corp. File	
<input type="checkbox"/>	L.C. File	
<input type="checkbox"/>	Fictitious Name File	
<input type="checkbox"/>	Trade/Service Mark	
<input type="checkbox"/>	Merger File	
<input type="checkbox"/>	Art. of Amend. File	
<input type="checkbox"/>	RA Resignation	
<input type="checkbox"/>	Dissolution / Withdrawal	
<input type="checkbox"/>	Annual Report / Reinstatement	
<input checked="" type="checkbox"/>	Cert. Copy	
<input type="checkbox"/>	Photo Copy	
<input checked="" type="checkbox"/>	Certificate of Good Standing	00 OCT -5 PM 12:18 RECEIVED TALLAHASSEE, FLORIDA DIVISION OF CORPORATE AFFAIRS
<input type="checkbox"/>	Certificate of Status	
<input type="checkbox"/>	Certificate of Fictitious Name	
<input type="checkbox"/>	Corp Record Search	
<input type="checkbox"/>	Officer Search	
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<input type="checkbox"/>	Driving Record	
<input type="checkbox"/>	UCC 1 or 3 File	
<input type="checkbox"/>	UCC 11 Search	T. SMITH OCT 05 2000
<input type="checkbox"/>	UCC 11 Retrieval	
<input type="checkbox"/>	Courier	

Signature

Requested by: KS Date: 10/5/00 Time: 11:46
Name _____

Walk-In _____ Will Pick Up _____

Articles of Incorporation

Of

BPE PROPERTIES, INC.

The undersigned, being of the age of eighteen (18) years or more, does hereby make and acknowledge these Articles of Incorporation (the "Articles") for the purpose of forming a business corporation under and by virtue of Chapter 607 of the Statutes of the State of Florida.

FIRST: The **name** of this corporation is **BPE PROPERTIES, Inc.** (the "Corporation").

SECOND: The Corporation is to have **perpetual existence**, which shall commence **effective upon filing these Articles**.

THIRD: The **Principal Office** of the Corporation is located at 314 14th Avenue, N., Jacksonville Beach, Florida 32250. The **Mailing Address** is the same.

FOURTH: The street address of the **Registered Office** of the corporation is **800-C Third Street, Neptune Beach, Florida 32266**, and the name of the **Registered Agent** of the Corporation at that address is **Richard Clinton Keene**.

FIFTH: The **general nature of the business** or businesses to be transacted shall be to do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles, or necessary or incidental to the benefit and protection of the Corporation, and to transact any lawful business and to exercise all powers granted to corporations by the laws of the State of Florida, including but not limited to:

- (a) To engage in the business of buying, selling, investing in, leasing, subleasing, timesharing or making other uses of real estate, and all related uses, in the State of Florida and elsewhere;
- (b) To conduct business, in one or more offices, and to buy, hold, lease or otherwise acquire any real and personal property, within or without the State of Florida, for the same;
- (c) To hold, pledge, mortgage, lease, sell, convey or otherwise dispose of such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to the Corporation;
- (d) To contract debts and borrow money at such rates of interest, and upon such terms as this Corporation or its board of Directors may deem necessary or expedient and shall authorize or agree upon, and to issue and sell bonds, debentures, notes and other evidences of indebtedness, whether secured or unsecured, and to execute such mortgages, or other instruments upon or encumbering its property or credit to secure the payment of money borrowed or owing by it, as occasion may require and the Board of Directors deem expedient;

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TALLAHASSEE, FLORIDA

- (e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by, any other corporation of this state or any other state of government, and while owner of such stock to exercise all the rights, powers and privileges of ownership including the right to vote such stock;
- (f) To issue bonds, debentures or obligations of the Corporation from time to time, for any of the objects or purposes of the Corporation, and to secure the same by mortgage, pledge, deed of trust, or otherwise;
- (g) To acquire, to pay for in cash, stock or bonds of the Corporation or otherwise, the goodwill, rights, assets and property, and to undertake to assume the whole or any part of the obligations or liabilities, of any person, firm, association or corporation;
- (h) To purchase, hold, sell and transfer shares of its own capital stock, provided that the Corporation shall not purchase any of its own capital stock except from the surplus of its assets over liabilities including capital, and further provided that shares of its own capital stock owned by the Corporation shall not be voted directly or indirectly, or counted as outstanding for the purpose of any stockholders' quorum or vote; and
- (i) To make gifts for educational, scientific or charitable purposes.

The foregoing clauses shall be construed both as **objects and powers**, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

SIXTH:

- (a) The **maximum number of shares** of Common Stock that the Corporation is authorized to issue and have outstanding at any one time is One Hundred Thousand (100,000) shares of the par value of One Dollar (\$1.00) each.
- (b) The capital stock of the Corporation may be issued pursuant to a plan as contemplated by Section 1244 of the Internal Revenue code of 1986, as amended, which plan the directors, officers and stockholders of the Corporation are authorized to adopt.
- (c) As a Small Business Subchapter S (U.S.C.1361(b)) corporation, the number of shareholders shall never be more than thirty-five (35).

SEVENTH: The **minimum amount of capital** with which the corporation will begin business is Three Thousand (\$3,000.00).

EIGHTH:

- (a) Each share of stock shall be **restricted as to transferability**, such that they may initially be sold to or acquired by only other existing shareholders of the Corporation; thereafter, upon refusal to buy or acquire by each existing shareholder, the shares may be sold or offered for sale upon general market conditions.
- (b) Every stockholder shall have a **preemptive right** to acquire pro rata additional shares when issued or authorized, including treasury shares. Upon issue, such shares shall be restricted as in Paragraph (a).
- (c) The corporation may award shares of **treasury stock** to key employees, which, upon issue shall be subject to the limitations of Paragraph (a).

NINTH:

- (a) The **number of directors** shall not be less than three (3), but may be such greater number as may be elected by the stockholders from time to time.
- (b) The name(s) and post office address(es) of the member(s) of the first **Board of Directors**, who shall hold office for the first year of the existence of the Corporation or until their successors are elected or appointed and have qualified, is/are:

NAME(S)

POST OFFICE ADDRESS(ES)

Willard R. Simpson

30 Steamboat Rock Rd.
Sedona, AZ 86351

Peter K. Daly

2960 Timberwyck Trail
Troy, MI 48098

Eric C. Gettemy

13810 Longs Landing Rd., E.
Jacksonville, FL 32250

- (c) As long as the shareholders do not exceed ten (10) in number, the business of the Corporation shall be managed by the shareholders without necessity of maintaining a formal board.

TENTH: In furtherance of Article Ninth, and not in limitation, of the powers conferred herein or by statute, the **Board of Directors** is expressly authorized:

- (a) To make and alter the Bylaws of the Corporation, adopted even date herewith; provided, however, that as a Subchapter S Corporation, all affairs of the Corporation may be handled informally, by vote(s) of the shareholder(s) at any meeting, and notice of such meetings shall be deemed waived if there are less than ten (10) shareholders.

- (b) To fix the amount to be reserved as working capital over and above its capital stock paid in.
- (c) To determine and fix the compensation of officers, directors, agents and employees of the Corporation; to adopt any profit-sharing plan, pension or deferred compensation plan or program or any stock option plan or program, or any medical/dental reimbursement or payment plan(s), or any other benefit plan or program, and to determine the contributions to be made by the Corporation thereto; to enter into employment contracts with officers, directors, agents and employees of the Corporation. and to provide therein for regular compensation, bonuses, deferred compensation, medical/dental and/or retirement and other benefits. The interest of any director in any of the foregoing matters shall not disqualify such director from participation in the consideration of such matter or from voting thereon, and shall not affect the validity of any action of the Board of Directors in respect of such matters.
- (d) In accordance with the provisions of Florida Statutes, and as limited by Article Ninth hereof, to designate from among its members an Executive Committee which shall have and may exercise all the authority of the Board of Directors, except as limited by applicable statutory provisions.
- (e) From time to time to determine whether and to what extent, and at what times and places, and under what conditions and regulations, the accounts and books of the Corporation (other than the stock book), or any of them, shall be open to the inspection of stockholders; no stockholder shall have any right of inspecting any account, book or document of the Corporation except as conferred by statute, unless authorized by a resolution of the stockholders or directors.
- (f) Pursuant to the affirmative vote of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power given at a stockholders' meeting duly called for that purpose, or when authorized by the written consent of stockholders of record holding stock in the Corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease or exchange all of the property and assets of the Corporation, including its good will and its corporate franchise, or any property or assets essential to the business of the Corporation, upon such terms and conditions as its Board of Directors deem expedient and for the best interests of the Corporation.
- (g) The Corporation may in its Bylaws limit or confer powers upon its directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon them by statute.

ELEVENTH:

- (a) Both stockholders and directors shall have the power, if the Bylaws so provide, to hold their meetings, and to have one or more offices, within or without the State of Florida, and to keep the books of the Corporation (subject to the provisions of applicable statutes) inside or outside of the

State of Florida at such places as may be from time to time designated by the Board of Directors.

- (b) Any action of the stockholders of the Corporation may be taken without a meeting, if consent in writing, setting forth the action so taken, shall be signed by all shareholders. All such consents shall be filed with and maintained as part of the Corporation Records. Such consent shall have the same force and effect as a unanimous vote of the stockholders at a meeting.
- (c) Action taken by the Board of Directors without a meeting shall also nevertheless constitute board action, with the same force and effect as though taken by unanimous vote of the directors at a meeting, if written consent to the action in question is signed by all of the directors and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.
- (d) Any meeting of the shareholders or Board of Directors may be held via electronic conferencing (telex or video).

TWELFTH:

- (a) The **Officers** of the Corporation shall include a President, a Secretary-Treasurer, a Vice-President, and such other officers, assistant officers, and agents as may be approved by the Board of Directors from time to time.
- (b) Officers, agents and factors shall be chosen in such manner, hold their office for such term, and have such powers and duties, as may be prescribed by the Bylaws or determined by the Board of Directors. Any person may hold two or more offices.
- (c) The names, titles and post office addresses of the initial Officer(s) of the Corporation is/are as follows:

<u>NAME(S)</u>	<u>POST OFFICE ADDRESS(ES)</u>
Eric C. Gettemy, President	13810 Longs Landing Rd., E. Jacksonville, FL 32250
Willard R. Simpson, Secretary, Treasurer	30 Steamboat Rock Rd. Sedona, AZ 86351
Peter K. Daly, Vice-President	2960 Timberwyck Trail Troy, MI 48098

THIRTEENTH: The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this reservation.

FOURTEENTH: The names and post office addresses of each of the Incorporator(s) and subscriber(s) of these Articles is/are as follows:

(a) Subscribers:

<u>NAME(S)</u>	<u>POST OFFICE ADDRESS(ES)</u>	<u>Percentage</u>
Eric C. Gettemy	13810 Longs Landing Rd., E. Jacksonville, FL 32250	33.34%
Willard R. Simpson,	30 Steamboat Rock Rd. Sedona, AZ 86351	33.33%
Peter K. Daly,	2960 Timberwyck Trail Troy, MI 48098	33.33%

(b) Incorporator(s):

Eric C. Gettemy	13810 Longs Landing Rd., E. Jacksonville, FL 32250	33.34%
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Signed, sealed and delivered in
the presence of:

Betty W. Kelly
Betty W. Kelly
Print Name:
Richard C. Keene
Print Name:

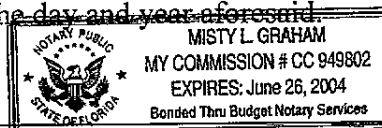
SUBSCRIBER/SOLE INCORPORATOR:

Eric C. Gettemy
Eric C. Gettemy

STATE OF FLORIDA,
COUNTY OF DUVAL, Ss:

BE IT REMEMBERED, that on this 4th day of October, 2000, personally appeared before me, a Notary Public for the State of Florida, Eric C. Gettemy, a party to the foregoing Articles of Incorporation, () known to me personally to be such, or (✓) proven to me by satisfactory legal evidence (driver's license, et al.) to be such, who acknowledged the foregoing Articles to be his free act and deed and that the facts stated are truly set forth.

Given under my hand and seal of office the day and year aforesaid.



Notary Public
My commission: June 26, 2004

SEAL:

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

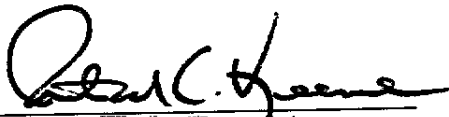
In pursuance of Section 607.0501, Florida Statutes ("the Act"), the following is submitted in compliance with said Act:

That BPE PROPERTIES, Inc., desiring to organize under the laws of the State of Florida with its Registered Office, as indicated in the Articles of Incorporation, at 314 14th Avenue, N., Jacksonville Beach, County of Duval, State of Florida, has named Richard Clinton Keene, Attorney, 800-C Third Street, Neptune Beach, Florida 32266, as its Agent to accept service of process within this State.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

ACKNOWLEDGMENT and ACCEPTANCE

Having been named Resident Agent, to accept service of process for the above stated Corporation, at place designated in this Certificate, I hereby accept the appointment and agree to act in such capacity, and agree to comply with the provisions of all statutes relative to keeping open said office and the proper, complete performance of such duties, being familiar with such duties and obligations.



Richard Clinton Keene, Attorney
Florida Bar No. 793957
800-C Third Street
Neptune Beach, Florida 32266

Dated: Oct. 3, 2000