

PO00000103229  
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

November 1, 2000

300003449013--3  
-11/02/00--01074--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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


RE: Baars Realty, 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. A 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

FILED  
00 NOV -2 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CB 11-3

**ARTICLES OF INCORPORATION**  
**OF**  
**BAARS REALTY, INC.**

**FILED**  
**00 NOV -2 AM 9:44**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The undersigned incorporator files 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 BAARS REALTY, 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 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:

221 South Baylen Street, Inc.  
Pensacola, Florida 32501

#### **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:

Theo D. Baars, Jr.  
221 South Baylen Street  
Pensacola, Florida 32501

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

This corporation shall have one director 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 name of the initial director of this corporation and his street address is:

Theo D. Baars, Jr.  
221 South Baylen Street  
Pensacola, Florida 32501

The person named as initial director shall hold office for the first year of existence of this corporation or until his 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 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 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 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 in 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 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. INCORPORATOR**

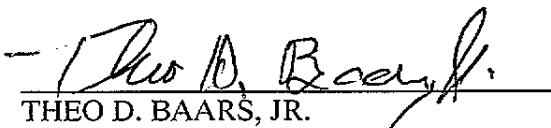
The name and address of the incorporator of this corporation is:

Theo D. Baars, Jr.  
221 South Baylen Street  
Pensacola, Florida 32501

#### **ARTICLE XIII. AMENDMENT**

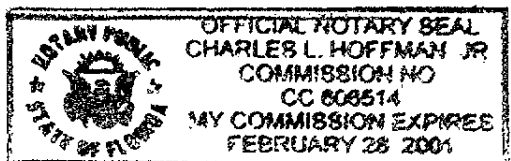
These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by at least a majority of the stock entitled to vote, unless all of the directors and 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 26<sup>th</sup> day of October, 2000.

  
THEO D. BAARS, JR.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing articles of incorporation were acknowledged before me by Theo D. Baars, Jr., who (☒) is personally known to me (☐) produced \_\_\_\_\_ as identification on this 26<sup>th</sup> day of October, 2000.



Notary Stamp

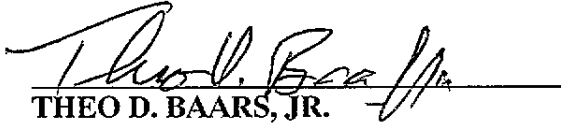
  
\_\_\_\_\_  
NOTARY PUBLIC

Print/Type Name \_\_\_\_\_  
Commission Number: \_\_\_\_\_  
Expiration Date: 2/28-1

### ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for Theo D. Baars, Jr. at the place designated in the Articles of Incorporation, Theo Baars, 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: October 26, 2000

  
THEO D. BAARS, JR.

FILED  
00 NOV -2 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA