# CAPITAL CONNECTION, INC. 417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 Art of Inc. File\_ LTD Partnership File\_\_\_\_\_ Foreign Corp. File\_\_\_\_ L.C. File\_ Fictitious Name File\_ Trade/Service Mark\_ Merger File\_ Art. of Amend. File\_ RA Resignation\_ Dissolution / Withdrawal Annual Report / Reinstatement Cert. Copy\_ Photo Copy\_ Certificate of Good Standing\_ Certificate of Status Certificate of Fictitious Name\_\_\_\_ Corp Record Search\_ Officer Search Fictitious Search\_ Fictitious Owner Search Signature Vehicle Search\_ Driving Record Requested, by: UCC 1 or 3 File\_ UCC 11 Search

UCC 11 Retrieval

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### ARTICLES OF INCORPORATION

OF

## MMC, INC. OF NORTHWEST FLORIDA

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SECRETARY OF STATE
TALL ANASSEE ELOPIN

The undersigned subscriber of these ARTICLES OF INCORPORATION, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

### Article I - Name

The name of this corporation is MMC, INC. OF NORTHWEST FLORIDA.

#### Article II - Duration

This corporation shall exist perpetually, commencing upon filing.

## Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business.

## Article IV - Address

The initial principal place of business and mailing address of this corporation is 135 Lee Place, Santa Rosa Beach, Florida 32459.

## Article V - Capital Stock

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of common stock with a par value of 10¢ per share.

## Article VI - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

# Article VII - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 135 Lee Place, Santa Rosa Beach, Florida 32459 and the name of the initial registered agent of this corporation at that address is David Biegler.

## **Article VIII - Directors**

This corporation shall have four directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

David Biegler 135 Lee Place

Santa Rosa Beach, Florida 32459

Todd Reber 135 Lee Place

Santa Rosa Beach, Florida 32459

David Parsons 135 Lee Place

Santa Rosa Beach, Florida 32459

John Jacob

135 Lee Place

Santa Rosa Beach, Florida 32459

## Article IX - Incorporator

The name and address of the incorporator to these Articles of Incorporation is:

David Biegler

135 Lee Place

Santa Rosa Beach, Florida 32459

# Article X - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

### Article XI - Indemnification

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

### Article XII - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

# Article XIII - Restriction on Transferability of Stock

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the

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time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

The undersigned has executed these Articles of Incorporation this 18th day of December, 2000.

David Biegler, Incorporator

# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

MMC, Inc. of Northwest Florida.

2. The name and address of the registered agent and office is:

David Biegler

135 Lee Place
Santa Rosa Beach, Florida 3259
Signature

David Biegler, Director

Date 12/18/00

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Signature

Date <u>12/18/00</u>