

P01000005199

Edgar L. Wilkinson  
C/O National Wire Southeast, Inc.  
1375 West Church Street  
Jacksonville, Florida 32204

FILED  
01 JAN 11 AM 7:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

January 8, 2001

Department of State  
Division of Corporations  
Post office Box 6327  
Tallahassee, Florida 32314

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-01/11/01--01053--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Gentlemen:

Enclosed please find Articles of Incorporation for NORTHFIELD PROPERTIES, INC., and the Designation and Acceptance by Registered Agent for filing, together with our check in the amount of \$78.75 to cover the filing fee, certified copy charge, and designation of registered agent.

I have also enclosed an additional copy of the Articles of Incorporation which I would appreciate having certified and returned to the above address.

Sincerely,



Edgar L. Wilkinson

F. CHESLER JAN 16 2000

**ARTICLES OF INCORPORATION  
OF  
NORTHFIELD PROPERTIES, INC.**

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

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**ARTICLE I - NAME**

The name of the corporation shall be **NORTHFIELD PROPERTIES, INC.**

**ARTICLE II - NATURE OF BUSINESS**

This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, the State of FLORIDA, or any other state, county, territory or nation.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE IV - ADDRESS**

The street address of the initial registered office of the corporation shall be 1375 West Church Street, Jacksonville, Florida, 32204, and the name of the initial Registered Agent for the corporation at that address is Edgar L. Wilkinson.

**ARTICLE V - SPECIAL PROVISIONS**

The stock of this corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as may be necessary shall be deemed to have been taken by the appropriate officers to accomplish this compliance.

## **ARTICLE VI - TERM OF EXISTENCE**

- This corporation shall exist perpetually.

## **ARTICLE VII - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director, stockholder, or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

## **ARTICLE VIII - SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

This corporation shall have a minimum of one director. The initial Board of Directors shall consist of:

Donald R. McLean  
Edgar L. Wilkinson

**ARTICLE IX - INCORPORATOR**

The name and address of the incorporator is:

Edgar L. Wilkinson  
1375 West Church Street  
Jacksonville, Florida 32204

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal on this 8<sup>th</sup> day of January, 2001.

**Incorporator:**

*Edgar L. Wilkinson*  
Edgar L. Wilkinson

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was executed and acknowledged before me this 8<sup>th</sup> day of January, 2001, by Edgar L. Wilkinson.



Judith B. Petersen  
Commission # 00031263  
Expires May 2, 2003  
Bonded Through  
Atlantic Bonding Co., Inc.

*Judith B. Petersen*  
Notary Public  
State of Florida  
My commission Expires:  
May 2, 2003

**DESIGNATION OF AND ACCEPTANCE  
BY REGISTERED AGENT**

The following is submitted in compliance with the laws of the State of Florida.

NORTHFIELD PROPERTIES, INC., a corporation organizing under the laws of the State of Florida, with its principal office located at 1375 West Church Street, Jacksonville, Florida 32204, has named Edgar L. Wilkinson, whose address is 1375 West Church Street, Jacksonville, Florida, 32204, as its Agent to accept service of process within this State.

**ACCEPTANCE:**

I agree as Registered Agent to accept service of process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above designated address) in some conspicuous place in the office as required by law.

**Registered Agent:**

Edgar L. Wilkinson  
Edgar L. Wilkinson

STATE OF FLORIDA  
COUNT OF DUVAL

BEFORE ME, the undersigned authority, this day personally appeared Edgar L. Wilkinson, who, after being duly sworn, deposes and says that the facts and matters contained above are true and correct, and that he has executed the same for the purposes expressed herein.

WITNESS my hand and official seal this 8<sup>th</sup> day of January, 2001.



Judith B. Peterson  
Commission # 00 231863  
Expires May 2, 2005  
Bonded Through  
Atlantic Bonding Co., Inc.

Judith B. Peterson  
Notary Public  
State of Florida  
My Commission Expires:  
May 2, 2005