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FROM THE DESK OF:  
HILLARY HODGES  
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April 19, 2001

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

600004035616--8  
-04/20/01--01075--020  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sirs,

Enclosed for filing are Articles of Incorporation for the Witness Barbershop Quartet and the Registered Agent form. Also enclosed is a check for \$70.00 for the cost of filing.

Please contact me if any further information is necessary towards the filing of these Articles.

Sincerely,

*Hillary Hodges*

Hillary Hodges  
Legal Assistant to  
Richard N. Sox, Jr.

*N 2000013*

FILED  
01 APR 20 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch

APR 23 2001

**ARTICLES OF INCORPORATION  
OF  
WITNESS BARBERSHOP QUARTET, INC.**

**FILED**  
**01 APR 20 PM 1:17**  
**SECRETARY OF STATE**  
**TALLAHASSEE FLORIDA**

**ARTICLE I**

**NAME**

The name of the Corporation shall be Witness Barbershop Quartet, Inc.. The principal place of business of the Corporation shall be 6715 Kauai King Trail, Tallahassee, Florida 32308.

**ARTICLE II**

**NATURE OF BUSINESS**

The purpose of the Corporation is to engage in any business permitted under Florida law.

**ARTICLE III**

**CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is 1,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

**ARTICLE IV**

**TERM OF EXISTENCE**

The Corporation shall exist perpetually.

**ARTICLE V**

**REGISTERED OFFICE AND AGENT**

The registered office of this Corporation shall be at 215 South Monroe Street, Suite 600, Tallahassee, FL. 32301, and the initial registered agent of this Corporation at such office shall be Richard N. Sox, Jr. who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes, as amended from time to time, with respect to keeping an office to receive service of process.

## ARTICLE VI

### DIRECTORS & INCORPORATORS

SECTION 1. The Corporation shall have four (4) directors and incorporators, all of whom are United States citizens and all of whom are over the age of eighteen. The names and residence street addresses of the directors and incorporators, whose initial terms of office as directors shall be for one year, are:

<u>Name</u>	<u>Address</u>
Jason Hickey	6715 Kauai King Trail Tallahassee, Florida 32312
Randy Williams	3165 Whirlaway Trail Tallahassee, Florida 32308
Kevin Smith	1318 Silver Moon Court Tallahassee, Florida 32308
Chris Smith	1512 Copperfield Circle Tallahassee, Florida 32312

SECTION 2. All corporate powers shall be exercised by or under the authority of the directors and the business and affairs of the Corporation shall be managed and administered pursuant to the policies adopted by the directors.

SECTION 3. The qualification, election and tenure of the directors shall be provided for in the Bylaws.

SECTION 4. A member of the Board of Directors is not personally liable for monetary damages to any person, including but not limited to the Corporation, for any statement, vote, decision, or failure to act, regarding the management or policies of the Corporation, by such director, unless:

- A. The director breached or failed to perform his duties as a director: and
- B. The director's breach of or failure to perform, his duties constitutes:

(1) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A final judgment or other final adjudication against a director in any criminal proceeding for violation of the criminal law estops that director from contesting the fact that his breach, or failure to perform,

constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful.

(2) A transaction from which the director derived an improper personal benefit, either directly or indirectly; or

(3) Recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety, or property. For purposes of these articles of incorporation, the term "recklessness" means the acting, or omission to act, in conscious disregard of a risk:

(a) Known, or so obvious that it should have been known, to the director; and

(b) Known to the director, or so obvious that it should have been known, to be so great as to make it highly probable that harm would follow from such action or omission.

SECTION 5. Directors may be removed by the stockholders as provided in the Bylaws.


## ARTICLE VII


### INDEMNIFICATION

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

IN WITNESS WHEREOF, the Corporation has caused the Directors to execute these Articles of Incorporation this 10 day of April, 2001.

WITNESS BARBERSHOP QUARTET, INC.

  
Jason Hickey, Director/Incorporator

  
Chris Smith, Director/Incorporator

  
Kevin Smith, Director/Incorporator

  
Randy Williams, Director/Incorporator

STATE OF Florida

COUNTY OF Leon

The foregoing Articles of Incorporation was acknowledged before me this 10 day of April, 2001, by **Jason Hickey, Chris Smith, Randy Williams and Kevin Smith as Directors/Incorporators**, who are personally known to me or who have produced X Florida License as identification and who did (did not) take an oath.

SEAL

Michael R. Reid  
Notary Public



CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation company is:

WITNESS BARBERSHOP QUARTET, INC.

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


Richard N. Sox, Jr.  
(Name)

215 South Monroe Street, Suite 600  
(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

Tallahassee, FL 32301  
(City/State/Zip)

FILED  
01 APR 20 PM 1:17  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Having been named as registered agent and to accept service of process for the above stated company 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.

  
\_\_\_\_\_  
Richard N. Sox, Jr.

3/15/01  
(Date)