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June 20, 2001

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Florida Secretary of State
Division of Corporations
409 E. Gaines Street
The Capitol
Tallahassee, Florida 32399

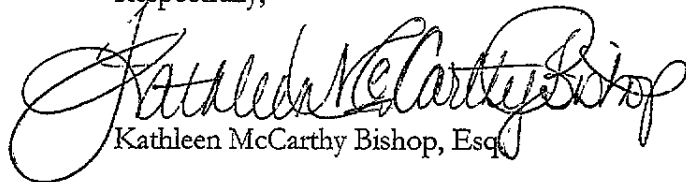
RE: All Pro Land Development, Inc.

Dear Sir or Madam:

Please find enclosed Articles of Incorporation for All Pro Land Development, Inc. to be filed. I am enclosing my trust account check (#10923) in the amount of seventy-eight dollars and seventy-five cents (\$78.75) to cover the cost of filing fees as advised by your office. Please return the Articles of Incorporation to me at Post Office Box 167, Perry, Florida 32348-0167 after filing.

If you have any questions, please do not hesitate to contact me. Thank you very much for your consideration in this matter.

Respectfully,


Kathleen McCarthy Bishop, Esq.

Enclosure

cc: Ray & Crystal Harrison

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
ALL PRO LAND DEVELOPMENT, INC.

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, do hereby adopt the following articles of incorporation:

ARTICLE I

NAME AND PRINCIPAL PLACE OF BUSINESS

The name of this corporation is ALL PRO LAND DEVELOPMENT, INC., and the principal office address is 125 First Avenue N.E., Steinhatchee, Taylor County, Florida 32359.

ARTICLE II

CORPORATE DURATION

The duration of the corporation is perpetual. The date and time of the commencement of corporate existence is the date and time as evidenced by the endorsement of the Department of State, Division of Corporations, State of Florida.

ARTICLE III

PURPOSES

The general purposes for which the corporation is organized are:

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1. The purpose for which the Corporation is organized is as a residential and commercial site development business.

2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV

POWERS

As needed to pursue the corporate purposes, the following powers are hereby granted to the Corporation in addition to the powers granted by Florida Law:

- (a) To sue, complain and defend in the corporate name.
- (b) To adopt a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed or affixed or in any other manner reproduced.
- (c) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated.
- (d) To sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of all or any part of the corporate property and assets.
- (e) To lend money and use its credit to assist corporate employees.

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district or municipality or of any instrumentality thereof.

(g) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as it may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of the Corporation's property and income.

(h) To lend money for any corporate purpose, invest and reinvest its funds, and take and hold the payment of funds so loaned or invested.

(i) To conduct its business, carry on its operations and have offices and exercise the powers granted herein, within or without this state.

(j) To make donations for the public welfare or for charitable, scientific or educational purposes.

(k) To transact any lawful business.

(l) To pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans and other incentive plans for any or all of its Directors, Officers and employees.

ARTICLE V

CAPITALIZATION

The aggregate number of shares, which the corporation is authorized to issue, is one hundred (100). Such shares shall be of a single class, and be with a par value of ten dollars (\$10.00). The corporation is authorized to issue only one class of stock.

Stock will be issued and transferred only to

1. natural persons
2. Estates, or,
3. a trust as described in Title 26 United States Code Section 1371 defining small business

corporation. In addition, no stock shall be issued or transferred to a non-resident alien.

The Corporation shall adopt a "Section 1362 Plan" for the issuance of its stock, pursuant to the Internal Revenue Code, section 1362. The Corporation shall be subject to Chapter C of the Internal Revenue Code.

ARTICLE VI

SHARE TRANSFER RESTRICTIONS

Shares of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Ray Harrison	50
Crystal Harrison	50

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

ARTICLE VII

DIRECTORS

The number of directors constituting the initial board of directors of the corporation is two (2).

The name and address of each person who is to serve as a member of the initial board of directors is:

1. Ray Harrison, 125 First Avenue N.E., Steinhatchee, Taylor County, Florida 32359.
2. Crystal Harrison, 125 First Avenue N.E., Steinhatchee, Taylor County, Florida 32359.

ARTICLE VIII

INCORPORATORS

The names and residences of the subscribers to these articles of incorporation are as follows:

1. Ray Harrison, 125 First Avenue N.E., Steinhatchee, Florida 32359.
2. Crystal Harrison, 125 First Avenue N.E., Steinhatchee, Taylor County, Florida 32359

ARTICLE IX
INDEMNIFICATION

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law if they are threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he is or was a Director or Officer of the Corporation.

(a) To the extent the law permits: the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceedings, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, Officer, employee or agent of the Corporation, or was or is acting as an incorporator of the Corporation as of October 1, 1994, or is or was serving at the request of the Corporation as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best

interests of the Corporation and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

ARTICLE X

PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

(a) Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by an amendment thereof of out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other considerations.

(b). Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this

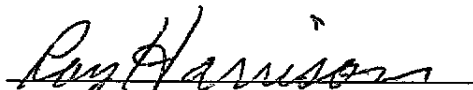
preemptive right. This right may also be waived by a written waiver signed by the Shareholder and submitted to the Corporation within thirty (30) days of receipt of the notice of the Corporation.

ARTICLE XI

REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 125 First Avenue N.E., Steinhatchee, Taylor County, Florida 32359 and the name of its initial registered agent at such address is CRYSTAL HARRISON.

The above Articles of Incorporation for ALL PRO LAND DEVELOPMENT, INC., INC. were executed by the undersigned at Perry, Taylor County, Florida, on the 20th day of June, 2001.

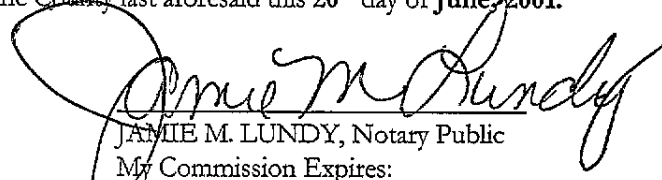

RAY HARRISON, Incorporator

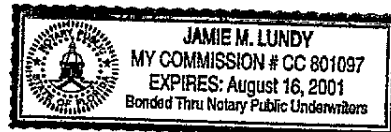

CRYSTAL HARRISON, Incorporator

STATE OF FLORIDA)
COUNTY OF TAYLOR)

I HEREBY CERTIFY that on this day before me, an officer duly qualified to take acknowledgments, personally appeared RAY HARRISON, who has produced a Michigan driver's license (#H625-758-730-741) as identification and CRYSTAL HARRISON, who produced a Florida driver's license (#H625-117-65-881-0) who executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes and intents expressed therein.

WITNESS my hand and official seal in the County last aforesaid this 20th day of June, 2001.


JAMIE M. LUNDY, Notary Public
My Commission Expires:



To: The Department of State
Division of Corporations
409 E. Gaines Street
The Capitol
Tallahassee, Florida 32399

ACKNOWLEDGMENT:

Having been named to accept service of process for ALL PRO LAND DEVELOPMENT, INC. at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.325 of the Florida General Corporation Act.

DATED this 20th day of **June**, 2001.


CRYSTAL HARRISON
Registered Agent