

PO1000068831

CLAYTON BROOKE WOOTEN
POST OFFICE BOX 1314
WEWAHITCHKA, FLORIDA 32465
TELEPHONE (850) 639-2676

July 7, 2001

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

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RE: FILING OF ARTICLES OF INCORPORATION - WOOTEN-BIRMINGHAM CONSTRUCTION, INC.

Gentlemen:

Enclosed please find the following documents:

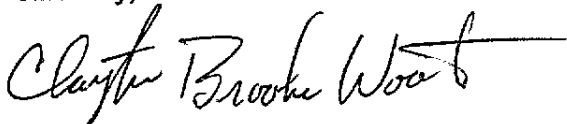
1. Articles of Incorporation of WOOTEN-BIRMINGHAM CONSTRUCTION, INC.
2. Designation and Acceptance of Registered Agent.
3. Check (open in amount) for anticipated fees for above.

Please accept these documents and send to me by return mail:

1. Certified Copy of the Articles of Incorporation,
2. Certificate of Status for WOOTEN-BIRMINGHAM CONSTRUCTION, INC., and
3. Receipt for payment.

If you have any questions concerning the above matter, you may telephone me at (850) 639-2676.

Sincerely,



Clayton Brooke Wooten

Enclosures: See above

cc: Matthew Birmingham (w / encl.)

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
WOOTEN-BIRMINGHAM CONSTRUCTION, INC.**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned incorporator, hereby make, acknowledge, and file these ARTICLES OF INCORPORATION for the purpose of becoming a corporation under the laws of the State of Florida.

**ARTICLE I
NAME**

The name of this Corporation shall be WOOTEN-BIRMINGHAM CONSTRUCTION, INC.

**ARTICLE II
NATURE OF BUSINESS**

The Corporation may transact or conduct any type of business for which corporations may be incorporated under Chapter 607, Florida Statutes.

**ARTICLE III
AUTHORIZED SHARES**

The Corporation shall be authorized to create and issue 100,000 shares of Common Stock having no par value. No corporate stock shall be issued without a certificate.

The whole or any part of the authorized stock of the Corporation may be issued for a consideration payable in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation, having a value as determined from time to time by the Board of Directors of the Corporation, not less than the par value of the stock so to be issued.

**ARTICLE IV
PREEMPTIVE RIGHTS OF SHAREHOLDERS**

Each initial shareholder of the corporation, as identified and recorded in the corporate records, shall be entitled to maintain his respective percentage of ownership of the corporation by having the right to purchase additional shares of stock of the corporation. Each initial shareholder may waive his or her preemptive right to acquire additional shares, by executing an express written waiver and delivering the same to the Corporation. After the receipt of the shareholder's written waiver, the Corporation may sell the shares freely for a period of one year.

**ARTICLE V
TRANSFER RESTRICTIONS ON SHARES OF CORPORATE STOCK**

The stock of the corporation shall not be freely transferrable. Said restrictions or limitations on the transfer of the stock shall be stamped or written on the back of each stock certificate and shall state, in effect, that transferability of the stock is limited, and that the person or entity acquiring said stock agrees to the limitations established by or for the benefit of the Corporation.

**ARTICLE VI
TERM OF EXISTENCE**

The Corporation's existence shall be perpetual unless dissolved according to law.

**ARTICLE VII
BOARD OF DIRECTORS**

The powers of the Corporation shall be exercised by or under the authority of the Board of Directors and the business and affairs of the Corporation shall be managed under the direction of a Board of Directors, which shall consist of two (2) directors initially, who will be elected at the first organizational meeting after the incorporation. The number of directors may be increased or decreased by the shareholders from time to time as provided in the By-Laws of the Corporation.

**ARTICLE VIII
INCORPORATOR**

The name and street address of the incorporator signing these Articles of Incorporation is as follows:

Clayton Brooke Wooten
221 James Drive
Wewahitchka, Florida 32465

**ARTICLE IX
INITIAL REGISTERED OFFICE, PRINCIPAL OFFICE, AND REGISTERED AGENT**

The street address of the initial Registered Office and the Principal Office of this Corporation in the State of Florida are the same and shall be located at:

221 James Drive
Wewahitchka, Florida 32465

The name of the initial Registered Agent of this Corporation at that address shall be:

William Clayton Wooten

**ARTICLE X
SPECIAL PROVISIONS**

The following additional provisions for the regulation of the business, the conduct of the affairs of the Corporation, and for creating, defining, limiting and regulating the powers of the Corporation, its shareholders and directors, are hereby adopted as a part of these Articles of Incorporation.

1. No person shall be required to own, hold or control stock in the Corporation as a condition precedent to holding an office in this Corporation.

2. The Board of Directors may prescribe the methods for replacement of lost stock certificates, and prescribe reasonable conditions by way of security upon the issuance of new certificates therefor.

3. The Board of Directors, by the affirmative vote of a majority of the directors then in office, and irrespective of any personal interest of any of its members, shall have authority to establish reasonable compensation of all corporate officers and directors for services to the Corporation as officers, directors, or otherwise.

4. The holders of validly authorized, issued, and outstanding shares of stock, or their legally designated agents, shall be entitled to vote said shares of stock. Each share of corporate stock shall be entitled to ONE VOTE on each matter submitted to a vote at the corporate meetings, and said shareholders shall not be entitled to cumulative voting rights.

5. The initial shareholders have agreed that each such shareholder shall have the right of first refusal to purchase the stock of each other shareholder based upon a price that will be determined with the use of a formula for computing the then current value of the corporation as agreed upon by the initial shareholders.

6. The right to amend or otherwise change these Articles of Incorporation is hereby reserved by and to the Corporation.

IN WITNESS WHEREOF, the undersigned Incorporator has made and subscribed these Articles of Incorporation at Wewahitchka, Florida, for the uses and purposes aforesaid, this 9 day of July, 2001.


Clayton Brooke Wooten, Incorporator

ACKNOWLEDGMENT OF ARTICLES OF INCORPORATION

STATE OF FLORIDA
COUNTY OF GULF

Before me personally appeared Clayton Brooke Wooten, to me well known to be the person described in and who has executed the foregoing Articles of Incorporation, or who has presented satisfactory evidence of his identity by producing a Florida State Driver's license number W350-102-68-264-0, and who has freely and voluntarily acknowledged before me according to law that he has made and executed the same for the uses and purposes therein mentioned and set forth.

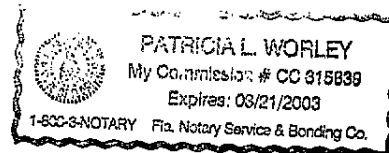
IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Port St. Joe,
Gulf, County, Florida, this 9th day of July, 2001.

Patricia L. Worley
SIGNATURE OF NOTARY PUBLIC

Patricia L. Worley
PRINTED NAME OF NOTARY PUBLIC

NOTARY PUBLIC IN AND FOR
SAID COUNTY AND STATE

My Commission Expires: _____



FILED

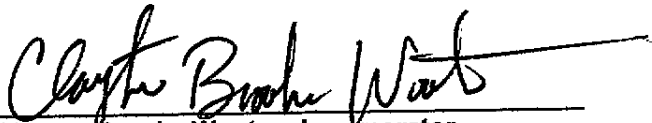
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DESIGNATION AND ACCEPTANCE
OF
REGISTERED AGENT
OF
WOOTEN-BIRMINGHAM CONSTRUCTION, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 48.091 and Chapter 607, Florida Statutes WOOTEN-BIRMINGHAM CONSTRUCTION, INC., having filed its Articles of Incorporation contemporaneously herewith, with its Registered Office at 221 James Drive, Wewahitchka, Florida 32465 has named William Clayton Wooten, located thereat, as its Registered Agent to accept service of process within the State of Florida.

BY:


Clayton Brooke Wooten, Incorporator

Having been named as Registered Agent to accept services of process for WOOTEN-BIRMINGHAM CONSTRUCTION, INC., at the location designated herein, I am familiar with the requirements, and I accept and agree to act in the capacity of Registered Agent for said Corporation, and agree to comply with the laws of Florida applicable thereto.

BY:


William Clayton Wooten, Resident Agent

Witness:


Clayton Brooke Wooten