

P010000104086

TRANSMITTAL LETTER

October 24, 2001

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

600004654886--7  
-10/26/01--01045--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: Davis Family Enterprises, Inc.  
(Proposed corporate name must include suffix)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input checked="" type="checkbox"/> \$78.75	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

ADDITIONAL COPY REQUIRED

FROM: Mark W. Brandt, Frazer Hubbard Brandt & Trask, LLP  
Name (Printed or Typed)

595 Main Street

Address

Dunedin, FL 34698

City, State & Zip

727 733-0494

Daytime Telephone Number

01 OCT 26 AM 9:53  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles

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D. WHITE OCT 29 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**DAVIS FAMILY ENTERPRISES, INC.**

**FILED**  
**01 OCT 26 AM 9:53**  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**ARTICLE I - NAME**

The name of this corporation is **Davis Family Enterprises, Inc.** and its street address is 1574 Pasadena Drive, Dunedin, FL 34698.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PURPOSE**

The general purpose of this corporation is for management of family property and for all other lawful uses and purposes.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue 7,500 shares of \$1.00 par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1574 Pasadena Drive, Dunedin, FL 34698 and the name of the registered agent of this corporation at that address is James L. Davis.

## **ARTICLE VII - INCORPORATORS**

The name and address of the person or entity signing these articles of incorporation is:

James L. Davis                      1574 Pasadena Drive  
Dunedin, FL 34698

## **ARTICLE VIII - BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

## **ARTICLE IX - CALLING OF SPECIAL MEETINGS**

Special meetings of shareholders may be called by thirty-three and one-third percent (33-1/3%) of the shares of this corporation.

## **ARTICLE X - SHAREHOLDER QUORUM AND VOTING**

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus one (1) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

## **ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION**

The affirmative vote of sixty-six and two-thirds (66-2/3%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation or for merger, acquisition or liquidation.

## **ARTICLE XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

## **ARTICLE XIII - RIGHT OF SHAREHOLDERS TO DISSENT**

The shareholders of this corporation shall have the right to dissent from any corporation actions from which shareholders are entitled to dissent under the Florida Business Corporation

Act, even though on the date fixed to determine the shareholders entitled to vote on such corporation actions the shares of this corporation were registered on a national securities exchange or held of record by not less than 2,000 shareholders.

#### **ARTICLE XIV - SHAREHOLDERS' MEETING REQUIRED**

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

#### **ARTICLE XV - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

#### **ARTICLE XVI - POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida Business Corporation Act.

#### **ARTICLE XVII - MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in special meetings by conference telephone as provided by law.

#### **ARTICLE XVIII - DIVIDENDS**

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain, or non-taxable dividends, dependent on the source from which they are derived.

#### **ARTICLE XIX - INDEMNIFICATION**

The corporation shall indemnify any officer or any former officer to the full extent permitted by laws.

ARTICLE XX - AMENDMENT

The shareholders shall have the right to amend or repeal any provisions contained in these articles of incorporation, in accordance with the procedures approved by the shareholders, from time to time, and made a part of the corporation's Bylaws.

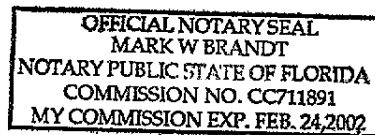
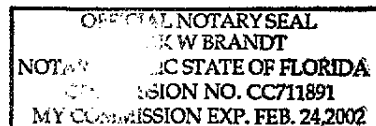
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of October, 2001.

*James L. Davis*  
JAMES L. DAVIS

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 24 day of October, 2001, by JAMES L. DAVIS, who ☒ is personally known to me or who ☐ has produced \_\_ Driver's License or \_\_\_\_\_ as identification.

*Mark W. Brandt*  
\_\_\_\_\_  
Notary Public



Frazer  
Hubbard  
& Brandt  
& Trask  
L.L.P.  
Attorneys At Law  
Post Office Box 1178  
595 Main Street  
Dunedin, FL 34698

FILED

01 OCT 26 AM 9:53

CERTIFICATE

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE  
FOLLOWING IS SUBMITTED: **Davis Family Enterprises, Inc.** desiring to organize or qualify  
under the laws of the State of Florida, with the principal place of business at 1574 Pasadena Drive,  
in the City of Dunedin, Florida, 34698, has named **James L. Davis** as its resident agent to accept  
service of process within Florida.

Signature: James L. Davis  
Title: Pres.  
Date: 10/24/01

ACCEPTANCE BY AGENT

Having been named to accept service of process for the above-stated corporation, at the  
place designated in the 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.

Signature: James L. Davis  
Date: 10/24/01