

PO1000121098

**Robinson Accounting Service**

2335 E. Baldwin Road  
Panama City, Florida 32405-5801

Member: National Society of Accountants (NSA)  
National Association of Enrolled Agents (NAEA)

Michael Robinson, E. A., ATA, ATP  
Enrollment To Practice  
Before The  
Internal Revenue Service

W. Ralph Robinson, E. A.  
Enrollment To Practice  
Before The  
Internal Revenue Service

November 30, 2001

Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

200004705902--5  
-12/05/01--01043--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Gulf South Corporation

Dear Sir or Madame:

Enclosed please find the original and one copy of Articles of Incorporation and original Acceptance of Registered Agent for the referenced corporation. If these documents are satisfactory we would appreciate your filing the originals and returning a certified copy of the Articles to us. A check in the amount of \$78.75 is enclosed.

If you should have any questions or require any further information, please let us know.

Sincerely,

*Michael Robinson*

Michael Robinson

MR/leb  
Enclosures

EFFECTIVE DATE

12-19-01

Telephone: (850) 769-7110 - (850) 769-2331  
Fax: (850) 769-0269  
E-mail: robinsonacctg@knology.net

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gy 12/17



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 7, 2001

MICHAEL ROBINSON  
2335 E. BALDWIN RD.  
PANAMA CITY, FL 32405-5801

SUBJECT: GULF SOUTH CORPORATION  
Ref. Number: W01000027920

We have received your document for GULF SOUTH CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

An effective date may be added to the Articles of Incorporation if a 2002 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6878.

Alan Crum  
Document Specialist  
New Filing Section

Letter Number: 401A00064666

**ARTICLES OF INCORPORATION**  
**OF**  
**GULF SOUTH HOUMA CORPORATION**

The undersigned subscribers as to these Articles of Incorporation, natural persons competent to contract, hereby subscribe to and form a corporation under the laws of the State of Florida.

**ARTICLE 1 - NAME**

The name of the corporation is GULF SOUTH HOUMA CORPORATION, (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE**

The purposes for which the Corporation is organized are:

- (a) To engage in all lawful business activities.
- (b) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (c) To sue and be sued, complain, and defend its corporate name in all actions or proceedings.
- (d) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (e) 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.

**EFFECTIVE DATE**  
12-19-01

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TALLAHASSEE, FLORIDA  
PM 2:48

(f) To lend money to and use its credit to assist its officers and employees in accordance with Florida Statutes Section 607.0833.

(g) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(h) 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.

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

(j) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(k) To conduct its business, carry on its operations, and have offices and exercise the powers granted by the laws of Florida within or without that state.

(l) To elect or appoint officers and agents of the Corporation and define their duties and fix their compensation.

(m) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of Florida, for the administration and regulation of the affairs of the Corporation.

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

(o) To transact any lawful business which the Board of Directors or Shareholders shall find will be in aid of governmental policy.

(p) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of the Corporation and its subsidiaries.

(q) To be promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(r) To have and exercise all powers necessary or convenient to effect its purposes.

(s) To engage in any activity or business permitted under the laws of the United States and the State of Florida.

### **ARTICLE 3 - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is one thousand (1,000) shares of common stock, each share having the par value of five dollars (\$5.00).

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors or Shareholders of this Corporation at any regular or special meeting.

### **ARTICLE 4 - INITIAL CAPITAL**

The amount of capital with which this corporation shall begin business is five hundred dollars (\$500.00).

**ARTICLE 5 - TERM OF EXISTENCE**

The corporation shall have perpetual existence commencing on December 19, 2001 or the first available date allowed by Florida law.

**ARTICLE 6 - ADDRESS OF PRINCIPAL OFFICE**

The initial street address of the principal office of this corporation is 2335 E. Baldwin Road, Panama City, Florida 32405-5801.

**ARTICLE 7 - DIRECTORS**

The corporation shall be managed by the stockholders of the corporation rather than by a board of directors.

**ARTICLE 8 - 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 already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others. Any sale of stock by any shareholder must be first offered to the other shareholders of the corporation.

**ARTICLE 9 - SPECIAL PROVISIONS**

This corporation is initially intended to qualify under the requirement of the Internal Revenue Code as a Small Business Corporation. Such actions as are necessary may be taken by the appropriate officers and stockholders to effect such qualification.

After the Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

#### **ARTICLE 10 – SUBSCRIBERS**

The names and street addresses of the subscribers to these Articles of Incorporation, the number of shares of stock each is to take, and the value of the consideration thereof is:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>	<u>CONSIDERATION</u>
Connie S. Dellavalle	P O Box 18425 Panama City Beach, FL 32417	100	500.00

#### **ARTICLE 11 – BYLAWS**

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

#### **ARTICLE 12 – CALLING OF SPECIAL MEETING**

Special meeting of shareholders may be called by any shareholder.

### **ARTICLE 13 – AMENDMENTS**

The corporation reserves the right to amend, alter, change or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors herein are granted subject to this reservation.

### **ARTICLE 14 - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Connie S. Dellavalle  
P O Box 18425  
Panama City Beach, FL 32417

### **ARTICLE 15 – OFFICERS**

The officers of the Corporation shall be:

President:	Connie S. Dellavalle
Vice President:	Connie S. Dellavalle
Secretary:	Connie S. Dellavalle
Treasurer:	Connie S. Dallavalle



IN WITNESS THEREOF, we have set our hands and seals, acknowledged and filed  
the foregoing Articles of Incorporation under the laws of the State of Florida,  
this 4th day of DECEMBER, 2001.

Connie S. Dellavalle (SEAL)  
Incorporator

CONNIE S. DELLAVALLE  
Printed Name of Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

BEFORE ME personally appeared CONNIE S. DELLAVALLE who executed the  
foregoing Articles of Incorporation and acknowledged before me that the same were  
executed for the purposes and intents therein expressed.

WITNESS MY hand and official seal in the county and state named above  
this 4th day of DECEMBER, 2001.



Michael Robinson  
MY COMMISSION # CC935193 EXPIRES  
May 19, 2004  
BONDED THRU TROY FAIR INSURANCE, INC.

Michael Robinson  
Notary Public

MICHAEL ROBINSON  
Printed Name of Notary  
My Commission Expires: 5/19/04

Personally known ☒ or produced identification \_\_\_\_  
Type of Identification produced N/A

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF  
PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in  
compliance with said Act:

First—That GULF SOUTH HOUMA CORPORATION desiring to organize under the laws  
of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at  
the City of Panama City, County of Bay, State of Florida, has named Michael Robinson,  
located at 2335 E. Baldwin Road, City of Panama City Beach, County of Bay, State of  
Florida as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process for the above-stated corporation, at  
place designated in this certificate, I hereby accept to act in this capacity and agree to  
comply with the provisions of said Act relative to keeping open said office.

Michael Robinson  
(Registered Agent)

MICHAEL ROBINSON  
Printed Name of Registered Agent

FILED  
01 DEC 26 PM 2:48  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE