

LAW OFFICES

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*CERTIFIED CIRCUIT COURT MEDIATOR
*BOARD CERTIFIED CITY, COUNTY AND
LOCAL GOVERNMENTAL LAW
°ADMITTED TO OKLAHOMA BAR

December 21, 2001

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*****78.75 *****78.75

Florida Department of State
Division of Corporation
Post Office Box 632
Tallahassee, FL 32314

Re: Charles Kelly Agency, Inc.

Dear Sir or Madam:

Enclosed please find an original and one copy of the Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office form for Charles Kelly Agency, Inc. for filing with your office, together with our check in the amount of \$78.75 to cover your fee.

Please forward the certified copy and letter of acknowledgment to the undersigned.

Your prompt assistance in this matter is appreciated.

Cordially,

HAAG, FRIEDRICH & WILCOX, P.A.

By: 

LARRY M. HAAG

LMH/ja
Encs.



FILED
01 DEC 28 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Articles of Incorporation
OF
CHARLES KELLY AGENCY, INC.

FILED
01 DEC 28 PM 1:43
SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of the corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I. NAME

The name of the corporation shall be:

CHARLES KELLY AGENCY, INC.

ARTICLE II. DURATION

This corporation shall have perpetual existence.

ARTICLE III. PURPOSES

The purposes for which the incorporation is organized are to engage in the business of the sale of insurance, to include, but not be limited to, doing everything necessary, proper, advisable or convenient for the accomplishment of said purposes, and to do all things incidental to them or connected with them that are not forbidden by Florida corporation laws or other laws or by these Articles of Incorporation and to carry out the said purposes in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes are not forbidden by the laws of said state, territory, district or possession of the United States or foreign country.

ARTICLE IV. AUTHORIZED SHARES

The aggregate number of shares of stock the corporation shall have the authority to issue

is Two Thousand Five Hundred (2,500) shares of \$1.00 par value common stock, which shall be designated "common shares". Said shares shall be of a single class and shall have the par value as stated herein. All issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to natural persons, estates or trusts as defined in Section 1361(c)(2) or any amendment or successor sections thereto of the Internal Revenue Code. In addition, no stock shall be issued or transferred to a non-resident alien.

ARTICLE V. INITIAL REGISTERED AGENT AND STREET ADDRESS

The address of the initial registered agent is:

8028 W. Gulf to Lake Highway
Crystal River, Florida 34429

and the name of the initial registered agent at such address is:

CHARLES M. KELLY.

ARTICLE VI. INITIAL BOARD OF DIRECTORS

The initial Board of Directors shall consist of one (1) member who shall be CHARLES M. KELLY, who shall serve as director until the first annual meeting of the shareholders or until his successors shall have been elected and qualified. The address of the initial director is:

8028 W. Gulf to Lake Highway
Crystal River, Florida 34429

The number of members of the Board of Directors may be increased by a majority vote of shareholders.

ARTICLE VII. INITIAL INCORPORATOR

The name and address of the initial incorporator is:

CHARLES M. KELLY

who resides at:

9673 E. Seven Lakes Court
Inverness, Florida 34450

ARTICLE VIII.

An affirmative vote of the majority of the shares of the corporation shall be required for any shareholder action.

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholder's meeting with not less than a majority vote of the common stock.

ARTICLE X. PREEMPTIVE RIGHTS.

The holders of the common stock of this corporation shall have preemptive rights to purchase at prices, terms and conditions which shall be fixed by the Board of Directors, such of the shares of the stock of this corporation as may be issued for money, property or services from time to time in addition to that stock originally authorized (and issued) by the corporation. The preemptive right of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder and all shares of common stock currently authorized (authorized and issued).

ARTICLE XI. PRINCIPAL OFFICE

The principal place of business of this corporation shall be:

8028 W. Gulf to Lake Highway
Crystal River, Florida 34429

and the mailing address shall be the same.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Inverness, Citrus County, Florida, on this the 20th day of December, 2001.



CHARLES M. KELLY
Incorporator

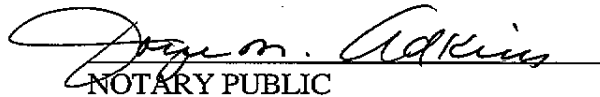
STATE OF FLORIDA

COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 20th day of December, 2001, by CHARLES M. KELLY, who is personally known to me or who produced the identification set forth below and who did not take an oath.

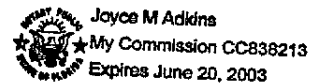
Identification Produced:

FL Driver License



NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Sections 607.0501 or 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is:

CHARLES KELLY AGENCY, INC.

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

CHARLES M. KELLY.
8028 W. Gulf to Lake Highway
Crystal River, Florida 34429

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



CHARLES M. KELLY.

December 20, 2001
Date


STATE OF FLORIDA
COUNTY OF CITRUS

The foregoing instrument was acknowledged before me this 20th day of December, 2001, by CHARLES M. KELLY, who is personally known to me or who produced the identification set forth below and who did not take an oath.

Identification Produced:

FL Driver License


NOTARY PUBLIC
My Commission Expires:

 Joyce M Adkins
My Commission CC838213
Expires June 20, 2003

01 DEC 28 PM 4:43
STATE OF FLORIDA
NOTARY PUBLIC
JOYCE M. ADKINS
CC838213