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FLORIDA BAR CERTIFIED  
\*REAL ESTATE LAWYER  
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February 21, 2002

Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

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-02/25/02--01086--004

\*\*\*\*\*78.75 \*\*\*\*\*78.75

RE: EMERALD ACRES EQUESTRIAN CENTER, INC.

Gentlemen:

Enclosed, in duplicate, are Articles of Incorporation for the referenced corporation, together with our check payable to Secretary of State in the amount of \$78.75.

Please file these Articles of Incorporation and return a certified copy to us. The effective date of the incorporation is February 21, 2002.

If you have any questions or comments regarding the foregoing, please do not hesitate to contact us. Your assistance in this matter is appreciated.

Very truly yours,

GARTNER, BROCK AND SIMON

Frederick R. Brock

FRB/ph  
Enclosures

cc: Mr. T. J. Cottongim  
(with enclosure)

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

02 FEB 25 PM 1:47

FILED

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W02-5810

D. WHITE FEB 28 2002

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ARTICLES OF INCORPORATION

OF

EMERALD ACRES EQUESTRIAN CENTER OF PANAMA CITY, INC.

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

ARTICLE I

Name

The name of the corporation is EMERALD ACRES EQUESTRIAN CENTER OF PANAMA CITY, INC.

ARTICLE II

Duration

This corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles or upon filing with the Department of State of the State of Florida, in the event these Articles are not filed within five (5) days, exclusive of legal holidays, after execution and acknowledgment.

ARTICLE III

Nature of Business

This corporation is organized for the purpose of transacting any or all business permitted under the laws of the United States or the State of Florida.

ARTICLE IV

Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having a par value of \$1.00 per share.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207, and the name of the initial registered agent of the corporation at that address is Frederick R. Brock. The principal office and registered office are the same.

## ARTICLE VI

### Directors

This corporation shall initially have three directors. The number of directors may be increased or decreased from time to time by the bylaws but shall never be fewer than one. The name and street address of the members of the first board of directors of the corporation are:

<u>NAME</u>	<u>STREET ADDRESS</u>
T. J. Cottongim	2870 Tupelo Drive Panama City, FL 32405
Ann Cottongim	2870 Tupelo Drive Panama City, FL 32405
Anissa Cottongim	2870 Tupelo Drive Panama City, FL 32405

## ARTICLE VII

### Incorporator

The name and street address of the incorporator of this corporation is Frederick R. Brock, 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207.

## ARTICLE VIII

### Bylaws

The initial bylaws of this corporation shall be adopted by the directors. Bylaws may be adopted, amended or repealed in the manner provided in the bylaws by either the shareholders or the directors.

## ARTICLE IX

### Restrictions on Transfer of Stock

The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

## ARTICLE X

### Director Compensation

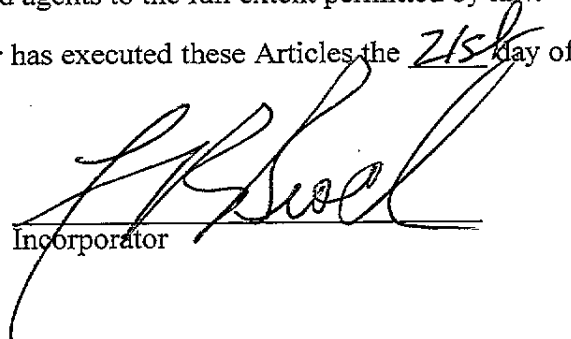
The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

ARTICLE XI

Indemnification

The Board of Directors is hereby specifically authorized to make provisions for indemnification of directors, officers, employees and agents to the full extent permitted by law.

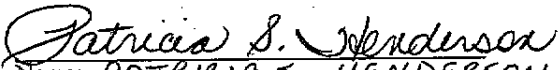
IN WITNESS WHEREOF, the incorporator has executed these Articles the 21<sup>st</sup> day of February, 2002.

  
Incorporator

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 21<sup>st</sup> day of February 2002, by Frederick R. Brock, who is personally known to me and who did not take an oath.



  
Name: PATRICIA S. HENDERSON  
Notary Public, State of Florida  
at Large.

My Commission Expires:

My Commission no. is:

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

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with Section 48.091, Florida Statutes, the following is submitted:

EMERALD ACRES EQUESTRIAN CENTER OF PANAMA CITY, INC.

desiring to organize or qualify under the laws of the State of Florida with its principal place of business in Jacksonville, Florida, has named Frederick R. Brock, 1660 Prudential Drive, Suite 203, Jacksonville, Florida, 32207, as its agent to accept service of process within the State of Florida.

Dated: Feb 21, 2002

Frederick R. Brock  
Incorporator

Having been named to accept service of process for the above stated corporation 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.

Dated: Feb 21, 2002

Frederick R. Brock  
Agent for Service