

P02000090625

FILED

02 AUG 20 AM 10:17

CLAYTON-JOHNSTON, P.A.  
ATTORNEYS AT LAW  
POST OFFICE BOX 23939  
GAINESVILLE, FLORIDA 32602

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

JAMES E. CLAYTON\*\*  
JAMES S. QUINCEY\*\*  
LEONARD E. IRELAND, JR.\*  
CHARLES G. FELDER\*\*  
CHARLES M. GADD, JR.  
JILL R. GREAVES  
G. RAY CAUTHON, III  
MARY-ELLEN CROSS  
KAREL OUREDNIK, IV

\* Board Certified Civil Trial  
Lawyer  
\*\* Certified Circuit Civil Mediator

111 SOUTHEAST FIRST AVENUE  
GAINESVILLE, FLORIDA 32601  
TELEPHONE: (352) 376-4694  
FACSIMILE: (352) 371-7366

ERWIN A. CLAYTON  
(1897 - 1986)

E. COVINGTON JOHNSTON  
(1916-2002)

Internet address:  
CFelder@Clayton-Johnston.com

August 16, 2002

Secretary of State  
Katherine Harris  
The Capitol  
PL-02  
Tallahassee, FL 32399-0250

300007227663--4  
-08/20/02--01061--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation River Shack, Inc.

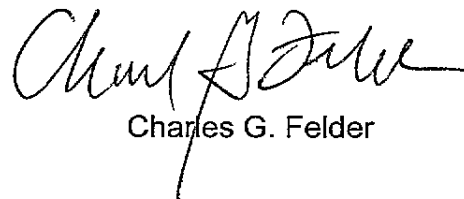
Dear Madam:

Please file the enclosed Articles of Incorporation for River Shack, Inc. Enclosed is our firm check for \$70.00 for the filing fee.

Please return a time stamped copy of the Articles in the enclosed self-addressed envelope for your convenience.

Thank you.

Sincerely,

  
Charles G. Felder

CGF/kmc  
cc: Rita Wise and Dewey E. Hughes  
enc: Articles of Incorporation  
Copy of Articles of Incorporation  
\$70.00 check  
SSAE to return

8.21.02  
Felder

FILED

02 AUG 20 AM 10:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**RIVER SHACK, INC.**

In compliance with the requirements of Florida Statutes Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**Article I**

**Name.** The name of this corporation is **RIVER SHACK, INC.** (hereinafter referred to as the "Corporation").

**Article II**

**Address.** The street address of the principal office of the Corporation is **4049 NW 154<sup>th</sup> Avenue, Chiefland, FL 32626**

**Article III**

**Duration.** The Corporation shall have perpetual existence commencing on the date of the filing of these Articles with the Secretary of State of the State of Florida.

**Article IV**

**Purpose.** The Corporation is authorized to transact any lawful business for which corporations may be formed under Chapter 607, Florida Statutes.

**Article V**

**Capital Stock.** The Corporation is authorized to issue 1000 shares of common stock with a par value of (\$.01) per share which shall be designated "Common Shares".

**Article VI**

**Bylaws.** The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

**Article VII**

**Initial Registered Office and Agent.** The initial street address of the Corporation's registered office is **4049 NW 154<sup>th</sup> Avenue, Chiefland, FL 32626** The initial registered agent for the Corporation at that address is: **Rita R. Wise.**

### **Article VIII**

**Directors.** The initial board of directors shall consist of two members.. The number of Directors may be increased or diminished from time to time by the Bylaws, but it shall never be less than one. The names and addresses of the persons who will serve on the initial board of directors are:

Dewey E. Hughes  
4049 NW 154<sup>th</sup> Avenue  
Chiefland, FL 32626

Rita R. Wise  
4049 NW 154<sup>th</sup> Avenue  
Chiefland, FL 32626

### **Article IX**

**Preemptive Rights.** Every shareholder, upon the sale of any new stock of the Corporation of the same kind, class or series as that which a shareholder already holds, shall have the right to purchase a prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

### **Article X**

**No Cumulative Voting.** At each election for directors, every shareholder is entitled to one vote for each share of stock held and cumulative voting shall not be permitted.

### **Article XI**

**Special Meetings.** Special meetings of shareholders may be called by the Board of Directors or holders of record of ten percent or more of the outstanding shares of stock.

### **Article XII**

**Shareholder Quorum and Voting.** Fifty-one (51%) percent of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

If a quorum is present, the affirmative vote of fifty-one (51%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

### **Article XIII**

**Powers.** This corporation shall have all of the corporate powers enumerated in the Florida Corporation Act, including the power to be a promoter, incorporator, partner, member, associate or manager of any corporation, partnership, joint venture, trust or other enterprise.

FILED

02 AUG 20 AM 10:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Article XIV**

**Officers.** The officers of the Corporation shall consist of a President, Vice President, Secretary and Treasurer, each of whom shall be elected by the Directors. Any two or more offices may be held by the same person.

**President:** Dewey E. Hughes

**Secretary:** Rita R. Wise

**Article XV**

**Indemnification.** The Corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

**Article XVI**

**Amendment.** The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

**Article XVII**

**Incorporator.** The name and address of the person signing these Articles of Incorporation is: Rita R. Wise, 4049 NW 154<sup>th</sup> Avenue, Chiefland, FL 32626.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 16 day of August, 2002.

Rita R. Wise  
Rita R. Wise, Incorporator

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for RIVER SHACK, INC. at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Rita R. Wise  
Rita R. Wise, Registered Agent