

PO2000105437

TAYLOR & VAN MATRE, P. A.

ATTORNEYS AT LAW

4300 BAYOU BOULEVARD

MADISON PARK TOWN OFFICES

SUITE 16

PENSACOLA, FLORIDA 32503

JAMES C. TAYLOR

THOMAS G. VAN MATRE, JR.

POST OFFICE BOX 9396

PENSACOLA, FLORIDA 32513-9396

(850) 474-1030

FAX (850) 479-4480

tvm@tvm-law.com

September 24, 2002

Corporate Records Bureau  
Division of Corporations  
Department Of State  
Post Office Box 6327  
Tallahassee, FL 32301

800008045518--3  
-09/26/02--01025--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

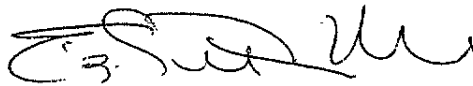
RE: BHCP Incorporated  
Our File: CTB-745

Dear Ladies:

Enclosed are the original and one duplicate copy of the Articles of Incorporation for the referenced corporation. Please file the original in your office and return the duplicate copy to the undersigned, duly certified.

I have also enclosed our check in the amount of \$78.75 to cover the filing fee, designation of and acceptance by registered agent fee, and the certified copy fee.

Yours truly,



ELIZABETH F. MILLER, CLA  
Certified Legal Assistant

FILED  
02 SEP 26 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

cc: Mr. Clarence William O'Connor, Jr.

m 10/11

**ARTICLES OF INCORPORATION**  
**OF**  
**BHCP INCORPORATED**

**FILED**  
02 SEP 26 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles is a natural person, competent to contract, and hereby form a corporation under the laws of the State of Florida, and under the following articles:

**ARTICLE I - NAME**

The name of this corporation shall be BHCP INCORPORATED.

**ARTICLE II - ADDRESS**

The initial address of the corporation is 3645 Andrew Jackson Drive, Pace, Florida 32571, and the mailing address is 3645 Andrew Jackson Drive, Pace, Florida 32571.

**ARTICLE III - NATURE AND/OR PURPOSE OF BUSINESS**

This corporation shall engage in any activities or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of one class denoted common stock having a nominal par value of \$1.00 per share.

**ARTICLE V - TERM OF EXISTENCE**

This corporation is to exist perpetually.

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

The street address of the initial registered office of this corporation is 3645 Andrew Jackson Drive, Pace, Florida 32571, and the name of the initial registered agent of this corporation at that address is Clarence William O'Connor, Jr.

## **ARTICLE VII - DIRECTORS**

The business of the corporation shall be managed and its corporate powers exercised by a board of one or more directors. The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by by-laws adopted by the stockholders but there shall never be less than one.

## **ARTICLE VIII - INITIAL DIRECTORS AND OFFICERS**

The names and addresses of the initial directors and the corporate officers are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>	<b><u>OFFICE</u></b>
Clarence William O'Connor, Jr.	3645 Andrew Jackson Drive Pace, Florida 32571	President/Director
Kenneth William O'Connor	5180 Willow Run Drive Pensacola, Florida 32504	Vice President/ Secretary/Director
Sarah Katherine O'Connor	3645 Andrew Jackson Drive Pace, Florida 32571	Vice President/ Treasurer/Director

## **ARTICLE IX - SUBSCRIBERS**

The name and residence of the subscriber to these articles of incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Clarence William O'Connor, Jr.	3645 Andrew Jackson Drive Pace, Florida 32571

## **ARTICLE X - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any 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 (as

nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### **ARTICLE XI - RESTRICTIONS ON SALE OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation shall have preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgees, assignees, receivers, trustee in bankruptcy, or any other person holding under or in privity with any stockholder desires to sell his shares of stock, he shall file notice in writing of such intention with the secretary of the corporation stating the terms of the bona fide offer which he has received, and unless the terms of such offer are accepted within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the secretary of the corporation shall mail written notice to all remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such bona fide offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice they shall be deemed to have waived their privilege of purchasing and the stockholders, or the person in privity with him, desiring to sell shall be at liberty to effect a sale upon the terms of such bona fide offer. No stockholder may cause the corporation or the remaining stockholders to waive their privilege of purchasing until such stockholder has received a bona fide offer for the purchase of such shares. Neither the corporation nor the remaining stockholders (collectively) may exercise

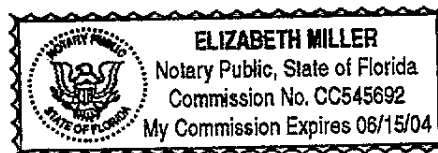
their privilege of purchasing as to any shares less than the total number of shares involved in such bona fide offer.

Clarence William O'Connor, Jr.  
CLARENCE WILLIAM O'CONNOR, JR.

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 24<sup>th</sup> day of September 2002, by CLARENCE WILLIAM O'CONNOR, JR., who is personally known to me or who has produced FL Drivers License as identification.

[Signature]  
NOTARY PUBLIC



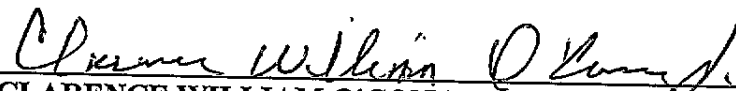
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING  
AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Florida Statutes 48.091 and 607.0501 the following is submitted in compliance with said Act: 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: BHCP Incorporated.
2. The name and address of the registered agent and office are:

Clarence William O'Connor, Jr.  
3645 Andrew Jackson Drive  
Pace, Florida 32571

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.

  
CLARENCE WILLIAM O'CONNOR, JR. - Registered Agent

FILED  
02 SEP 26 AM 11:42  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA