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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

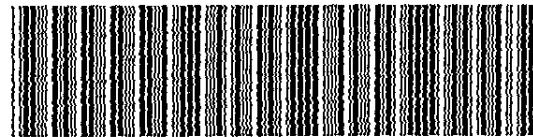
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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: MAGNOLIA MANOR HOSPITALITY, INC.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

\$70.00 \$78.75
Filing Fee Filing Fee
 & Certificate of Status

\$78.75 \$87.50
Filing Fee Filing Fee,
 & Certified Copy Certified Copy
 & Certificate of & Certificate of
 Status Status

ADDITIONAL COPY REQUIRED

FROM: WALLACE F. STALNAKER, JR., ESQUIRE
Name (Printed or typed)

505 Wekiva Springs Road, Suite 500

Address

Longwood, Florida 32779

City, State & Zip

(407) 862-7500

Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION

of

MAGNOLIA MANOR HOSPITALITY, INC.

The undersigned, acting as Incorporator, desiring to form a corporation for profit pursuant to the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I NAME

The name of this corporation is Magnolia Manor Hospitality, Inc.

ARTICLE II ADDRESS OF PRINCIPAL OFFICE

The principal office and street address of this corporation is 505 Wekiva Springs Rd., Suite 500, Longwood, Florida 32779.

ARTICLE III CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of capital stock, which shall be designated Common Shares with a par value of One and No/100 Dollars (\$1.00).

ARTICLE IV INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 505 Wekiva Springs Road, Suite 500, Longwood, Florida 32779 and the name of the initial registered agent of this corporation at that address is Wallace F. Stalnaker, Jr.

ARTICLE V INITIAL BOARD OF DIRECTORS

- A. This corporation shall have three (3) directors initially.
- B. The names and addresses of the initial members of the Board of Directors who shall hold office until their successors are duly elected and have qualified are:

Ian C. Jack, President, at forty-five (45) shares.
Robert L. Walker, Vice President, at forty-five (45) shares.
Margaret Hord, Secretary, at ten (10) shares.

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TALLAHASSEE, FLORIDA

ARTICLE VI INCORPORATORS

The name and address of each Incorporator of this corporation is: Wallace F. Stalnaker, Jr., 505 Wekiva Springs Road, Suite 500, Longwood, Florida 32779.

ARTICLE VII INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by the Florida Business Corporation Act.

ARTICLE VIII PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for a pro rata portion of:

- (1) Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment of the articles of incorporation or out of shares of stock of the corporation acquired by it after issuance and whether issued for cash, promissory notes, services, property, or other securities of the corporation; or
- (2) Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



WALLACE F. STALNAKER, JR.

 IN WITNESS WHEREOF, the undersigned has executed these Articles on this day of October, 2003,


WALLACE F. STALNAKER, JR.
Incorporator

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TALLAHASSEE, FLORIDA