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TALLAHASSEE FLORIDA

#### **LAW OFFICES**

# FRANK J. YONG, P.A.

4570 ST. JOHNS AVENUE, SUITE 1A JACKSONVILLE, FLORIDA 32210

FRANK J. YONG KATHLEEN M. SMITH, Paralegal

January 16, 2004

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flyong 
yahoo.com

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Alma Durrance, Inc. - Durrance Properties, Ltd.

Dear Sir or Madam:

Enclosed for filing in connection with the referenced matters are the following documents:

- 1. Articles of Incorporation for Alma Durrance, Inc.;
- 2. Certificate Designating Registered Agent for Alma Durrance, Inc.;
- Certificate of Limited Partnership and Affidavit of Capital Contribution for Durrance Properties, Ltd.; and
- 4. Certificate Designating Registered Office and Registered Agent for Durrance Properties, Ltd.

Also enclosed is this firm's check in the amount of \$1,855 in payment of the filing fees for these documents.

PLEASE SEE THAT THE ARTICLES OF INCORPORATION ARE FILED FIRST AS THIS CORPORATION WILL SERVE AS GENERAL PARTNER FOR THE LIMITED PARTNERSHIP.

Thank you for your prompt attention to this matter. Please do not hesitate to contact this office should you have questions regarding this matter.

Very truly yours,

Kathleen M. Smith, CLAS Certified Legal Assistant

**Enclosures** 

# ARTICLES OF INCORPORATION OF

# **ALMA DURRANCE, INC.**

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

# ARTICLE I

#### Name

The name of the corporation is ALMA DURRANCE, INC.

# **ARTICLE II**

#### **Principal Office**

The principal office and mailing address of the corporation shall be 1247 Woodland Trail, Ormond Beach, Florida 32174.

#### ARTICLE III

#### Duration

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed and acknowledged, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

#### **ARTICLE IV**

#### Nature of Business

This corporation is organized for the purpose of transacting any or all lawful business.

# ARTICLE V

# Capital stock

- (a) <u>Authorized Capital</u>. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock having a par value of \$1.00 per share.
- (b) 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 VI

# Initial Registered Office and Agent

The street address of the initial registered office of this corporation is Alma Durrance, and the name of the initial registered agent of this corporation at that address is 1247 Woodland Trail, Ormond Beach, Florida 32174.

#### ARTICLE VII

#### Directors

- (a) <u>Number</u>. This corporation shall have no directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.
- (b) <u>Indemnification</u>. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII

#### Incorporator

The name and street address of the incorporator of this corporation is:

Alma Durrance, 1247 Woodland Trail, Ormond Beach, Florida 32174

# ARTICLEIX

# **Amendment**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles the day of \_\_\_\_\_\_\_, 200#:

ALMA DURRANCE

STATE OF FLORIDA
COUNTY OF Value 1

The foregoing instrument was acknowledged before me this \_\_\_\_\_ day of Ann way, 2003 by ALMA DURRANCE, who is personally known to me and who took an oath.

**NOTARY PUBLIC:** 

Mary Ann King

MY COMMISSION # DD803691 EXPIRES

April 7, 2005

BONDED THRU TROY FAIN INSURANCE, INC.

# CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Sections 48.091, 607.0501 and 607.0505, Florida Statutes, the following is submitted:

ALMA DURRANCE, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates Alma Durrance as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1247 WOODLAND TRAIL, ORMOND BEACH, FLORIDA 32174.

DATED this 9th day of 3000. , 2004.

ALMA DURRANCE, incorporator

Having been named as registered agent 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.

DATED this 9th. day of Jan.

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ALMA DURRANCE, Registered Agen

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