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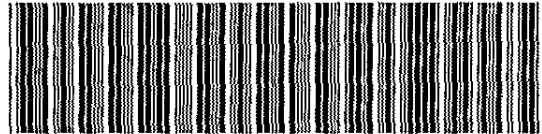
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DIVISION OF CORPORATIONS  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 578965 7157239

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : April 20, 2004

ORDER TIME : 10:10 AM

ORDER NO. : 578965-005

CUSTOMER NO: 7157239

CUSTOMER: Ms. Vicki Manus  
Wood Partners Llc

Suite 150  
1110 Northchase Pkwy  
Marietta, GA 30067

DOMESTIC FILING

NAME: WOOD FLORIDA MANAGER, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret - EXT. 2949

EXAMINER'S INITIALS: \_\_\_\_\_

ARTICLES OF INCORPORATION

OF

**FILED**

2004 APR 20 P 4: 23

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Wood Florida Manager, Inc.

The undersigned does hereby act as incorporator in adopting the following Articles of Incorporation for the purpose of organizing a corporation for profit, pursuant to the provisions of the Florida Business Corporation Act.

FIRST: The corporate name for the corporation (hereinafter called the "corporation") is Wood Florida Manager, Inc.

SECOND: The street address, wherever located, of the principal office of the corporation is 4 Cannon Point, Key Largo, Florida 33037

The mailing address, wherever located, of the corporation is 4 Cannon Point, Key Largo, Florida 33037

THIRD: The number of shares that the corporation is authorized to issue is 100,000,000, all of which are of a par value of \$00.01 dollars each and are of the same class and are Common shares.

FOURTH: The street address of the initial registered office of the corporation in the State of Florida is c/o Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

The name of the initial registered agent of the corporation at the said registered office is Corporation Service Company.

The written acceptance of the said initial registered agent, as required by the provisions of Section 607.0501(3) of the Florida Business Corporation Act, is set forth following the signature of the incorporator and is made a part of these Articles of Incorporation.

FIFTH: The name and the address of the incorporator are:

NAME

ADDRESS

Vicki B. Manus

1110 Northchase Parkway  
Suite 150  
Marietta, Georgia 30067

SIXTH: Each share of the corporation shall entitle the holder thereof to a preemptive right, for a period of thirty days, to subscribe for, purchase, or otherwise acquire any shares of the same class of the corporation or any equity and/or voting shares of any class of the corporation which the corporation proposes to issue or any rights or options which the corporation proposes to grant for the purchase of shares of the same class of the corporation or of equity and/or voting shares of any class of the corporation or for the purchase of any shares, bonds, securities, or obligations of the corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire unissued shares of the same class of the corporation or equity and/or voting shares of any class of the corporation, whether now or hereafter authorized or created, and whether the proposed issue, reissue, or grant is for cash, property, or any other lawful consideration; and after the expiration of said thirty days, any and all of such shares, rights, options, bonds, securities, or obligations of the corporation may be issued, reissued, or granted by the Board of Directors, as the case may be, to such individuals and entities, and for such lawful consideration, and on such terms, as the Board of Directors in its discretion may determine. As used herein, the terms "equity shares" and "voting shares" shall mean, respectively, shares which confer unlimited dividend rights and shares which confer unlimited voting rights in the election of one or more directors.

SEVENTH: The purposes for which the corporation is organized are as follows:

The Corporation is organized for the purpose of engaging in any and all lawful businesses not specifically prohibited to corporations for profit under the laws of the State of Florida, and the Corporation shall have all powers necessary to conduct any such businesses and all other powers enumerated in the Florida Business Corporation Act or under any act amendatory thereof, supplemental thereto or substituted thereof.

EIGHTH: The duration of the corporation shall be perpetual.

NINTH: The corporation shall, to the fullest extent permitted by the provisions of the Florida Business Corporation Act, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said provisions from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said provisions, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, vote of shareholders or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

TENTH: Whenever the corporation shall be engaged in the business of exploiting natural resources or other wasting assets, distributions may be paid in cash out of depletion or similar reserves at the discretion of the Board of Directors and in conformity with the provisions of the Florida Business Corporation Act.

ELEVENTH: The corporate existence of the corporation shall begin not later than the 90<sup>th</sup> day after the date of filing.

TWELFTH: The initial Board of Directors shall consist of one (1) member who shall be as follows:

Leonard W. Wood  
4 Cannon Point  
Key Largo, Florida 33037


Signed on

April 19, 2004

Vincent M. Lamm  
[Name], Incorporator

Having been named as registered agent and to accept service of process for the above-named corporation at the place designated in these Articles of Incorporation, 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.

CORPORATION SERVICE COMPANY

By:  **Jeanine Reynolds**  
Asst. Secretary

Date: 4-20-04

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA