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Division of Corporations

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FLORIDA PROFIT CORPORATION OR P.A.

Davidson General Partner, Inc.

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9/20/2004 10:13 PAGE 001/001 Florida Dept of State



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

September 20, 2004

DAVIDSON GENERAL PARTNER, INC.
9650 ATLANTIC BOULEVARD
JACKSONVILLE, FL

SUBJECT: DAVIDSON GENERAL PARTNER, INC.

We have received your electronically transmitted document. However, the document was submitted under the wrong electronic filing type and cannot be processed by this office.

To proceed, you must abandon this filing and resubmit your filing under the appropriate electronic filing type.

You must file under a Florida Corporation filing not a general partnership filing.

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Diane Cushing
Document Specialist

Letter Number: 904A00055296

Division of Corporations - P.O. Box 6327 - Tallahassee, Florida 32314

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**ARTICLES OF INCORPORATION
OF
DAVIDSON GENERAL PARTNER, INC.**

The undersigned, to form a corporation for profit under the laws of the State of Florida, adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the Corporation is **Davidson General Partner, Inc.**

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS**

The principal office of the Corporation is located at 9650 Atlantic Boulevard, Jacksonville, Florida; its mailing address is P.O. Box 8670, Jacksonville, Florida 32239.

**ARTICLE III
CAPITAL STOCK**

(a) Authorized Capital Stock. This corporation is authorized to issue 100,000 shares of common stock of par value of \$0.10 per share. One thousand (1,000) shares shall be designated as Class A Voting Common shares, and ninety-nine thousand (99,000) shares shall be designated as Class B Non-Voting Common shares. The preferences, limitations and relative rights of each of these classes of shares shall be identical, except for voting rights, as follows:

(i) Class A Voting Common Shares. Each holder of Class A Voting Common shares shall have one vote in respect of each share held, and the exclusive voting power with respect to the corporation shall be vested in the holders of the Class A Voting Common shares. At all meetings of voting shareholders, a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(ii) Class B Non-Voting Common Shares. Except as otherwise expressly provided by law, the holders of Class B Non-Voting Common shares shall have no voting rights and shall not be entitled to notice of meetings of shareholders, and the exclusive voting power with respect to the corporation shall be vested in the holders of voting common shares.

(b) Capital Stock. The capital of the Corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.

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(c) Corporate Liquidation and Dissolution. In the event of the voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of record of the common stock shall be entitled to receive distribution, ratably, of the remaining assets of the Corporation.

(d) Preemptive Rights. Shareholders shall have no preemptive rights.

(e) Cumulative Voting. Cumulative voting shall not be permitted.

(f) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by a shareholders' agreement recorded in the Corporation's minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of the Corporation as they may see fit.

ARTICLE IV INCORPORATOR

The name and street address of the incorporator of the Corporation are:

William T. Buckingham
9650 Atlantic Boulevard
Jacksonville, Florida 32225

ARTICLE V INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 9650 Atlantic Boulevard, Jacksonville, Florida 32225; the name of the initial registered agent of the Corporation at that address is William T. Buckingham.

ARTICLE VI DIRECTORS

(a) Number. The Corporation shall have two (2) directors initially. The number of directors may be changed from time to time pursuant to the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the initial directors of the Corporation are:

Field A. Davidson

P.O. Box 8670,
Jacksonville, Florida 32239

William T. Buckingham

P.O. Box 8670,
Jacksonville, Florida 32239

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(c) **Indemnification.** The Board of Directors is specifically authorized to provide for indemnification of directors, officers, employees and agents to the fullest extent permitted by law.

**ARTICLE VII
BYLAWS**

The initial Bylaws of the Corporation shall be adopted by the Board of Directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the Board of Directors, but the Board of Directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

**ARTICLE VIII
DURATION**

The 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 business days thereafter, corporate existence shall commence upon filing by the Department of State.

IN WITNESS WHEREOF, these Articles of Incorporation are signed and acknowledged this 15 day of September 2004.


William J. Buckingham

46230

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

Pursuant to Chapter 48.091, Florida Statutes, Davidson General Partner, Inc., a Florida Corporation (the "Corporation") submits the following in compliance with the Act:

The Corporation has named William T. Buckingham, who maintains an office at 9650 Atlantic Boulevard, in the City of Jacksonville and in the County of Duval, in the State of Florida, as its registered agent to accept service of process within this State.

ACKNOWLEDGMENT

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


William T. Buckingham, Registered Agent

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