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AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

November 23, 2004

Secretary of State
409 East Gaines Street
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **The Maxwell House, Inc.**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

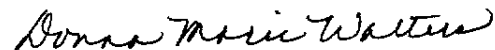
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☐ \$87.50
Filing Fee,
Certified Copy &
Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Emily Waugh if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters
Legal Assistant

/dmw

Enclosures

H:\ESW\LEE_CHARLES\MAXWELL HOUSE\MH SOS ltr 11.23.04
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APPROVED
AND
FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
THE MAXWELL HOUSE, INC.**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**Article 1.
Name and Principal Office**

The name of this Corporation shall be **THE MAXWELL HOUSE, INC.** The principal place of business and mailing address of this Corporation shall be 6353 San Martin Court, Tallahassee, Florida 32312-4524.

**Article 2.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article 3.
Stock**

The authorized capital stock of this Corporation shall consist of one thousand (1,000) shares of voting common stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

**Article 4.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article 5.
Incorporator**

The name and street address of the Incorporator of this Corporation are as follows:

CHARLES A. LEE
6353 San Martin Court
Tallahassee, Florida 32312-4524

**Article 6.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article 7.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 6353 San Martin Court, Tallahassee, Florida 32312-4524. The name of the initial Registered Agent of the Corporation at the above address shall be **Charles A. Lee**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article 8.
Number of Directors**

This Corporation shall have at least two (2) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article 9.
Initial Board of Directors**

The initial Board of Directors shall consist of two (2) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

Charles A. Lee
6353 San Martin Court
Tallahassee, Florida 32312-4524

Sheree T. Lee
6353 San Martin Court
Tallahassee, Florida 32312-4524

**Article 10.
Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President, Secretary,
Treasurer

Charles A. Lee
6353 San Martin Court
Tallahassee, Florida 32312-4524

Vice President

Sheree T. Lee
6353 San Martin Court
Tallahassee, Florida 32312-4524

**Article 11.
Transactions In Which Directors
Or Officers Are Interested**

11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee that authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

- A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
- B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

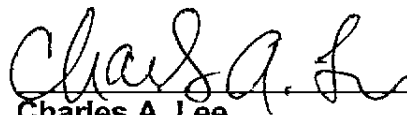
**Article 12.
Financial Information**

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless the Shareholders adopt a resolution to the contrary.

**Article 13.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 22nd day of November, 2004.



Charles A. Lee
Incorporator

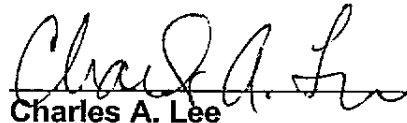
APPROVED
AND
FILED

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

NOV 23 AM 11:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

THE MAXWELL HOUSE, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 6353 San Martin Court, Tallahassee, Florida 32312-4524, as its initial registered office and has named **Charles A. Lee**, located at said address, as its initial Registered Agent.

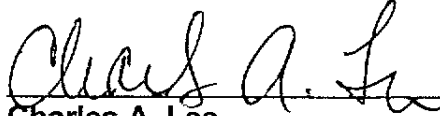


Charles A. Lee

Incorporator

Date: November 22, 2004

Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



Charles A. Lee

Registered Agent

Date: November 22, 2004