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December 2, 2004

#### **VIA OVERNIGHT COURIER**

Department of State Division of Corporations Corporate Filings 409 E. Gaines Street Tallahassee, Florida 3239

Re:

Adamson Creek Investment, Inc.

#### Gentlemen:

Enclosed please find the original executed Articles of Incorporation for the above referenced corporation to be filed with the records of the State of Florida, Secretary of State. I also include our check in the amount of \$122.50. I would appreciate receiving a certified copy of the Articles upon filing.

Thank you for your assistance and please contact me if you have any questions or are in need of additional documentation from me.

Sincerely,

Marsha Isham

**Executive Assistant to General Counsel** 

# ARTICLES OF INCORPORATION OF ADAMSON CREEK INVESTMENT, INC.



#### <u>ARTICLE I – NAME</u>

The name of this corporation is Adamson Creek Investment, Inc., located at 1682 West Hibiscus Boulevard, Melbourne, Florida 32901.

#### ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the date of subscription and knowledgment hereof as provided by Florida Statute 6.7.0203.

# ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: to manufacture, design, construct, own, use, buy, sell, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorizes to issue 100 shares of \$1.00 par value common stock.

# ARTICLE V - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors, and all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

# ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 1682 West Hibiscus Boulevard, Melbourne, Florida 32901 and the name of the initial registered agent of this corporation at the address is Hugh M. Evans, Jr.

# ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one director initially. The number of directors may be wither increased or diminished from time to time by the Bylaws, but shall never be less than one. The name and address of the initial directors of this corporation are:

Hugh M. Evans, Jr.

1682 West Hibiscus Boulevard

Melbourne, Florida 32901

Arthur F. Evans, III

1682 West Hibiscus Boulevard

Melbourne, Florida 32901

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

NAME

**ADDRESS** 

Hugh M. Evans, Jr.

1682 West Hibiscus Boulevard

Melbourne, Florida 32901

#### ARTICLE IX - BYLAWS

The power to adopt, alter, amend or appeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X – APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### ARTICLE XI - COMPENSATION OF DIRECTORS

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

## ARTICLE XII - INDEMNIFICATION

The corporation shall, to the fullest extend permitted by Florida Statutes Section 07.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be entitled under any Bylaw, agreement, vote of stockholders 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 continue as to a person who has ceased to be a director, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

# <u>ARTICLE XIII – AMENDMENT</u>

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

#### ARTICLE XIV – I.R.C. SECTION 1244 STOCK

It is the intent of the Incorporator to qualify the shares issued hereunder as "Section 1244 Stock" pursuant to Section 1244 of the Internal Revenue Code of 1986.

#### <u>ARTICLE XV – AFFILIATED TRANSACTIONS</u>

This corporation expressly elects not to be governed by the provisions of Florida Statute Section 607.08901 regarding affiliated transactions.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this \_\_\_\_ day of November, 2004.

Hugh M. Evans, Jr.

# CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statute, the following is submitted in compliance with said act:

First, that Adamson Creek Investment, Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated by the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the County of Brevard, State of Florida, has named Hugh M. Evans, Jr., 1682 West Hibiscus Boulevard, Melbourne, Florida 32901, as its agent to accept service of process within this state.

## **ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act relative to keeping open said office.

Hugh M. Evans, Jr.

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