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PURCELL, FLANAGAN & HAY, P.A.

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Division of Corporations

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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Hamilton Downs, Inc.**

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FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

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**ARTICLES OF INCORPORATION  
OF  
HAMILTON DOWNS, INC.**

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

**Article I  
Name**

**Section 1.1. Name.** The name of this corporation shall be Hamilton Downs, Inc.

**Article II  
Principal Office and Mailing Address**

**Section 2.1. Principal Office and Mailing Address.** The principal place of business and mailing address of this corporation shall be 3500 Via de la Reina, Jacksonville, Florida 32217.

**Article III  
Capital Stock**

**Section 3.1. Capital Stock.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000,000 shares of common stock having no par value.

**Section 3.2. Restriction on Transfer of Stock.** The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Section 3.3. Approval of Shareholders Required for Merger.** The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Clarence F. Frazier, Esquire  
Purcell, Flanagan & Hay, P.A.  
1548 Lancaster Terrace  
Jacksonville, Florida 32204  
Telephone: (904)355-0355  
Fla. Bar No.: 337889

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**Article IV**  
**Initial Registered Agent and Address**

**Section 4.1. Name and Address.** The name and street address of the initial registered agent of this corporation is:

Clarence F. Frazier  
1548 Lancaster Terrace  
Jacksonville, Florida 32204

**Article V**  
**Incorporator**

**Section 5.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Robert Glenn Richards  
3500 Via de la Reina  
Jacksonville, Florida 32217

**Article VI**  
**Duration**

**Section 6.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed.

**Article VII**  
**Purposes**

**Section 7.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

**Section 8.1. Number.** This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

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**Section 8.2. Initial Director.** The name and street address of the initial director of the corporation is:

Robert Glenn Richards  
3500 Via de la Reina  
Jacksonville, Florida 32217

**Section 8.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 8.4. Indemnification.** 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 IX** **Bylaws**

**Section 9.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the 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 X** **Amendment**

**Section 10.1. 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 of Incorporation the 21<sup>st</sup> day of April, 2006.

  
Robert Glenn Richards, Incorporator

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**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:

Hamilton Downs, Inc., desiring to organize or qualify under the laws of the State of Florida hereby designates Clarence F. Frazier as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 1548 Lancaster Terrace, Jacksonville, Florida 32204.

DATED this 21<sup>st</sup> day of April, 2006.

  
Robert Glenn Richards, 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 21<sup>st</sup> day of April, 2006.

  
Clarence F. Frazier, Registered Agent

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