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AUTHORIZATION BY PHONE TO

CORRECT Articles # XII & XIII

DATE 5/15/06

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TALLAHASSEE, FLORIDA  
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EFFECTIVE DATE

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CORPORATION SERVICE COMPANY

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

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AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : May 12, 2006

ORDER TIME : 11:34 AM

ORDER NO. : 100152-005

CUSTOMER NO: 7155244

DOMESTIC FILING

NAME: WARD RANCH & CATTLE CO.

5/10/06 EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Cindy Harris - EXT. 2937

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

**ARTICLES OF INCORPORATION**

**OF**

**WARD RANCH & CATTLE CO.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EFFECTIVE DATE**

5/10/06

Each incorporator of these Articles of Incorporation hereby presents these Articles of Incorporation to the Secretary of State of the State of Florida for the formation of a Corporation under the laws of the State of Florida.

**ARTICLE I - NAME**

The name of the corporation is: **WARD RANCH & CATTLE CO.**

**ARTICLE II - TERM OF EXISTENCE**

The Corporation is to exist perpetually.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is one hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE IV - REGISTERED AGENT**

The name of the initial registered agent and the street address of the registered office are as follows:

Registered Agent

Address of Registered Office

Debra L. Zelman

8000 Peters Road, #A200  
Plantation, Florida 33324

**ARTICLE V - INCORPORATOR**

The name and post office address of the Incorporator of these Articles of Incorporation shall be:

Incorporator

Address

Debra L. Zelman

8000 Peters Road, #A200  
Plantation, Florida 33324

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## **ARTICLE VI - BY-LAWS**

The initial By-Laws shall be adopted by the Corporation's first Board of Directors. Thereafter, the power to alter, amend, or repeal the By-Laws shall be vested in the stockholders and the directors of the Corporation in the manner set forth in the By-Laws.

## **ARTICLE VII - DIRECTORS**

The Corporation shall have three (3) directors initially who shall be Wesley Ward, Kimberly Ward and Blake Heap. Thereafter, the number of directors may be increased or decreased in the manner set forth in the By-Laws, but in no event shall there be less than one (1) director, nor more than five (5) directors.

## **ARTICLE VIII - ADDRESS**

The principal office and mailing address of the Corporation shall be as follows:

### **Principal Office**

3101 S. Ocean Drive, Unit #2808  
Hollywood, FL 33019

### **Mailing Address**

P.O. Box 1388  
Glendora, CA 91740

## **ARTICLE IX - INDEMNIFICATION**

The Corporation shall indemnify any officer or director or any former officer or director to the fullest extent permitted by law.

## **ARTICLE X - PURPOSE**

The specific purpose for the corporation shall be horse and cattle breeding and racing. This corporation may engage in or transact any and all lawful activities or business permitted under the laws of the United States, State of Florida, or any other state, county, territory or nation.

## **ARTICLE XI - LIMITATION OF LIABILITY**

Each director, stockholder and officer, in consideration for his/her services, shall, in the absence of fraud, be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him/her in connection with the defense of, or for advice concerning any claim asserted or proceeding brought against him/her by reason of his/her being or having been a director, stockholder or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, to the maximum extent permitted by law. The foregoing right of

indemnification shall be inclusive of any other rights to which any director, stockholder or officer may be entitled as a matter of law.

#### **ARTICLE XII- SELF DEALING**

No contract or other transaction between the corporation and other corporations, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are interested in a contract or transaction, or are directors or officers of any other corporation, and any director or directors, individually or jointly, may be a party or parties to, or may be interested in such contract, act or transaction, or in any way connected with such person or person's firm or corporation, and each and every such person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested. Any director of the corporation may vote upon any transaction with the corporation without regard to the fact that he is also a director of such subsidiary or corporation.

#### **ARTICLE XIII- EFFECTIVE DATE**

The Effective Date of the Incorporation of WARD RANCH & CATTLE CO. is May 10, 2006.

IN WITNESS WHEREOF, each incorporator has hereunto executed these Articles of Incorporation this 10<sup>th</sup> day of May, 2006, at Broward County, Florida.

  
DEBRA L. ZELMAN

#### **REGISTERED AGENT CERTIFICATION**

Having been named as registered agent and 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, and further agree to comply with the provisions of all statutes relative to the proper and complete performance of its duties, and I am familiar with and accept the obligations of my position as registered agent.

  
DEBRA L. ZELMAN Date

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