

P060000083077

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

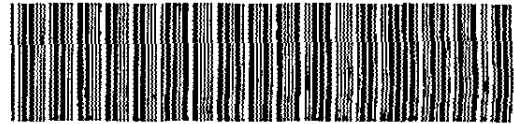
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700076055237

06/12/06--01058--002 **78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
06 JUN 20 AM 11:37

KB
6/20

Watkins Ludlam Winter & Stennis, P.A.
ATTORNEYS AT LAW

633 North State Street (39202)
Post Office Box 427
Jackson, Mississippi 39205
Fax (601) 949-4804
www.watkinsludlam.com

MEMBER: MERITAS LAW FIRMS WORLDWIDE

June 19, 2006

Gulfport, Mississippi
Jackson, Mississippi
New Orleans, Louisiana
Olive Branch, Mississippi

Craig N. Landrum
Shareholder
Resident in Jackson
Direct Dial (601) 949-4973
Main (601) 949-4900
clandrum@watkinsludlam.com

Via FedEx - 850-245-6052

Ms. Karon Beyer
Chief of the Bureau of Corporate Records
Florida Department of State
Clifton Building, 2661 Executive Center Circle
Tallahassee, FL 32301

SUBJECT: Community Holding Company of Florida, Inc.

Dear Ms. Beyer:

Enclosed are an original and one copy of the Articles of Incorporation for the above captioned corporation. We previously forwarded check for \$78.75 to cover the filing fee (\$35), the registered agent fee (\$35) and a certified copy (\$8.75).

Also enclosed is a copy of your letter dated June 13, 2006, returning an earlier filing for an unacceptable name. Our co-counsel in Florida for this client, Rod Jones, has discussed the above name with you and Lynn Shoffstall and learned that this name is available and acceptable. Your assistance with this filing is very much appreciated.

Please return the certified copy to:

Craig N. Landrum, Attorney at Law
Watkins Ludlam Winter & Stennis, P.A.
633 North State Street (39202)
Post Office Box 427
Jackson, Mississippi 39205-0427
Telephone: 601-949-4973

Should you have questions or need additional information, please give me a call.

Sincerely,

WATKINS LUDLAM WINTER & STENNIS, P.A.



Craig N. Landrum
Shareholder

:ld

Enclosures

cc: Rod Jones, Esquire
William C. Lehr, CIO



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 13, 2006

CRIAG N LANDRUM, ATTORNEY
WATKINS LUDLAM WINTER & STENNIS, PA
P OBOX 427
JACKSON, MS 39205-0427

SUBJECT: COMMUNITY OF FLORIDA, INC.
Ref. Number: W06000027033

We have received your document for COMMUNITY OF FLORIDA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with an affidavit or letter stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

The document number of the name conflict is P04000076258 (COMMUNITY INC.).

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton
Document Specialist
New Filing Section

Letter Number: 006A00040231

**ARTICLES OF INCORPORATION
OF
COMMUNITY HOLDING COMPANY OF FLORIDA,
INC.**

The Articles of Incorporation of Community Holding Company of Florida, Inc. ("Corporation") pursuant to Chapter 607 and/or Chapter 621, F.S. (Profit) shall read in their entirety as follows:

ARTICLE ONE

The name of the Corporation is Community Holding Company of Florida, Inc.

ARTICLE TWO

The initial principal place of business/mailing address is:

12590 Emerald Court Parkway, Destin Florida 32550.

ARTICLE THREE

The purposes for which the Corporation is organized are as follows:

Primarily, to purchase, own, and hold the stock of other corporations, and to do every act and thing covered generally by the denomination "holding corporation" or "holding company," and especially to direct the operations of other corporations through the ownership of stock therein; to purchase, subscribe for, acquire, own, hold, sell, exchange, assign, transfer, create security interests in, pledge, or otherwise dispose of shares of the capital stock, or any bonds, notes, securities, or evidences of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state or district or country, nation, or government and also bonds or evidences of indebtedness of the United States or of any state, district, territory, dependency or country or subdivision or municipality thereof; to issue in exchange therefor shares of the capital stock, bonds, notes, or other obligation of the Corporation and while the owner thereof to exercise all the rights, powers, and privileges of ownership including the right to vote on any shares of stock; to promote, lend money to, and guarantee the bonds, notes, evidences of indebtedness, contracts, or other obligations of, and otherwise aid in any manner which shall be lawful, any corporation or association of which any bonds, stocks, or other securities or evidence of indebtedness shall be held by or for this Corporation, or in which, or in the welfare of which, this Corporation shall have any interest, and to do any acts and things permitted by law and designed to protect, preserve, improve, or enhance the value of any such bonds, stocks, or other securities or evidence of indebtedness or the property of this Corporation.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
06 JUN 20 AM 11:37

limited to, the business of acting as agent or broker for insurance companies in soliciting and receiving applications for any and all types of insurance, collecting premiums, and doing such other business as may be delegated to agents or brokers by such insurance companies and to conduct an insurance agency and insurance brokerage business.

And, to engage in any other activity or business and to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be authorized to do under the Florida Business Corporation Act.

ARTICLE FOUR

The aggregate number of shares the corporation shall have the authority to issue is Two Million (2,000,000) common shares of the par value of Ten Dollars (\$10) each composed of One Million Six Hundred Thousand (1,600,000) Class A Voting Common Shares and Four Hundred Thousand (400,000) Class B Nonvoting Common Shares.

The preferences, limitations and relative rights in respect of the shares of each class and the variations in the relative rights and preferences as between series of any preferred or special class in series are as follows:

1. The holders of the Class B Nonvoting Common Shares shall be entitled to participate in dividends on net earnings of the corporation on the same basis as Class A Common shareholders, if such dividends are paid on Class A Common Shares.
2. Upon liquidation, dissolution or distribution of assets of the Corporation, the holders of Class B Nonvoting Common Shares shall share in the distribution of the assets and funds of the Corporation on a per share basis with the holders of Class A Common Shares.
3. Each holder of the Class B Nonvoting Common Shares of the Corporation shall not be entitled, at any time, to any voting rights except with regard to a vote on a merger or a transaction which would otherwise result in a change in control and except as may otherwise be required by the laws of the State of Florida.
4. If the number of outstanding shares of Class A Common Shares is increased or decreased or changed into or exchanged for a different number or kind of shares or other securities of the Corporation or of any other corporation by reason of any merger, consolidation, liquidation, reclassification, recapitalization, stock split up, combination of shares or stock dividend, appropriate adjustment shall be made by the Board of Directors of the Corporation in the number of Class B Nonvoting Common Shares.

06 JUN 20 AM 11:37

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5. Otherwise than as specifically provided above, the rights of the two Classes of Common Shares shall be the same.

Said authorized shares may be increased or decreased from time to time, according to the provisions of the laws of the State of Florida. The shares may be issued by the Corporation from time to time as approved by its board of directors without the approval of its stockholders except as otherwise provided in this Article.

ARTICLE FIVE

The name and address of individuals who are the initial directors are as follows:

NAME	ADDRESS
Bradford Fenton Beauchamp	665 Western Lake Drive Santa Rosa Beach, FL 32459
Thomas Wayne Colbert, Sr.	161 Windrush Drive Flowood, MS 39232
Lamar Adams Conerly, Jr.	10 Ballamore Drive Destin, FL 32550
Rebekah Kathleen Harris	320 Cedar Street Destin, FL 32541
Frank Kovach	238 Walton Way Destin, FL 32550
Charles Warren Nicholson, Jr.	321 Westminster Court Brandon, MS 39047
Paige York-Losee	189 Red Cedar Way Santa Rosa Beach, FL 32459

ARTICLE SIX

The name and address of the Registered Agent is:

Corporation Company of Orlando
300 South Orange Avenue, Suite 1000
Orlando, Florida 32301

ARTICLE SEVEN

The shareholders of the Corporation shall have the preemptive right to acquire unissued or treasury shares of common stock of the Corporation; provided, however, that there shall be no preemptive right with respect to the following:

1. Shares issued as compensation to directors, officers, agents or employees of the Corporation, its subsidiaries or affiliates;

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
06 JUN 20 AM 11:37

2. Shares issued to satisfy conversion or option rights created to provide compensation to directors, officers, agents or employees of the Corporation, its subsidiaries or affiliates; and
3. Shares issued in connection with a merger, share exchange, or acquisition or sold otherwise than for money.

ARTICLE EIGHT

A director shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for: (i) the amount of financial benefit received by a director to which he is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 607.0834 of the Florida Statutes, as amended; or (iv) an intentional violation of criminal law.

The Corporation shall indemnify and hold harmless any person (or the heirs, executors and administrators of any person) who was or is a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, formal or informal (a "Proceeding"), by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation or any of its subsidiaries, or is or was serving at the request of the Corporation or any of its subsidiaries as a director, officer, partner, fiduciary, trustee, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses (including legal fees) incurred with respect to the Proceeding: (A) to the fullest extent permitted by the Florida Business Corporations Act in effect from time to time (the "Act") and (B) despite the fact that such person has failed to meet the standard of conduct set forth in the Act, or would be disqualified for indemnification under the Act because he was adjudged liable to the Corporation in connection with a Proceeding by or in the right of the Corporation or was otherwise adjudged liable on the basis that he improperly received a personal benefit, or for any other reason, if a determination is made by (i) the board of directors by majority vote of a quorum consisting of directors not at the time parties to the Proceeding, (ii) if a quorum cannot be obtained under (i), by majority vote of a committee duly designated by the board of directors (in which designation directors who are parties may participate), consisting of two or more directors not at the time parties to the Proceeding, (iii) by special legal counsel (a) selected by the board of directors or its committee in the manner prescribed in (i) or (ii) or (b) if a quorum of the board of directors cannot be obtained under (i) and a committee cannot be designated under (ii), selected by majority vote of the full board of directors (in which selection directors who are parties may participate), (iv) by the shareholders (but shares owned by or voted under the control of directors who are at the time parties to the Proceeding may not be voted on the determination) or (v) by a court, that the acts or omissions of the director, officer, employee or agent did not constitute gross negligence or willful misconduct. The Corporation upon request shall pay or reimburse such person for his reasonable expenses (including legal fees) in advance of final disposition of the Proceeding as long as (i) such person furnishes the Corporation a written undertaking, executed personally or on his behalf, to repay the advance if it is ultimately determined by a judgment or other final adjudication that his acts or omissions did constitute gross negligence or willful misconduct, which undertaking must be an unlimited general

obligation of such person, and which shall be accepted by the Corporation without reference to final ability to make repayment or to collateral and (ii) a determination is made by any of the persons described in (i) through (iv) of the preceding sentence that the facts then known to those making the determination would not preclude indemnification under this ARTICLE EIGHT. Such request need not be accompanied by the affirmation otherwise required by the Act.

Neither the amendment nor repeal of this ARTICLE EIGHT, nor the adoption or amendment of any other provision of the Corporation's By-Laws or the Articles of Incorporation inconsistent with this ARTICLE EIGHT, shall apply to or affect in any respect the applicability of the preceding two paragraphs with respect to any act or failure to act which occurred prior to such amendment, repeal or adoption.

The foregoing right of indemnification or reimbursement shall not be exclusive of other rights to which such persons may be entitled as a matter of law.

The Board of Directors or shareholders of the Corporation may adopt a policy for the indemnification of directors, officers, employees and agents of the Corporation, as they from time to time see necessary or prudent in the best interest of the Corporation.

The Corporation may, upon the affirmative vote of a majority of its Board of Directors, purchase insurance for the purpose of indemnifying its directors, officers, and other employees to the extent that such indemnification is allowed in the preceding paragraphs. Such insurance may, but need not be for the benefit of all directors, officers, or employees.

ARTICLE NINE

The name and address of the incorporator is:

Charles W. Nicholson, Jr., 321 Westminster Court, Brandon, MS 39047.

Dated: JUNE 9, 2006.

INCORPORATOR:

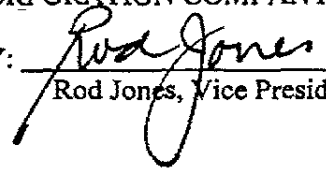

CHARLES W. NICHOLSON, JR.

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
06 JUN 20 AM 11:37

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

Dated: JUNE 9, 2006.

CORPORATION COMPANY OF ORLANDO

BY: 
Rod Jones, Vice President