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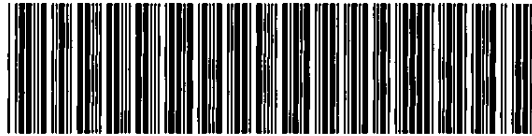
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DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

06 SEP 12 AM 10:46

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
06 SEP 12 PM 12:39



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 391365 9666A

AUTHORIZATION :

COST LIMIT : \$ 70.00

A handwritten signature in cursive script, appearing to read "L. Coleman", is written over the authorization and cost limit fields.

ORDER DATE : September 12, 2006

ORDER TIME : 9:54 AM

ORDER NO. : 391365-005

CUSTOMER NO: 9666A

DOMESTIC FILING

NAME: OCALA PALMS REALTY  
CORPORATION

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Jeanine Reynolds - EXT. 2933

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

**NOTICE OF INTENTION NOT TO REINSTATE DISSOLVED CORPORATION**

**To: State of Florida  
Secretary of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314**

**Re: OCALA PALMS REALTY, INC.**

The undersigned, as sole incorporator, director and shareholder of OCALA PALMS REALTY, INC., PO4000097684, which was involuntarily dissolved on September 16, 2005, hereby gives notice to the State of Florida, Secretary of State, Division of Corporations, and all other interested persons, that I have no intention of and will not reinstate the dissolved corporation and hereby release the name OCALA PALMS REALTY, INC.

Date: 8/23/06

  
\_\_\_\_\_  
Rebecca P. Alexander  
Director

**ARTICLES OF INCORPORATION  
OF  
OCALA PALMS REALTY CORPORATION**

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DIVISION OF CORPORATIONS

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**ARTICLE 1.**

- 1.1 **NAME AND ADDRESS.** The name of the corporation is OCALA PALMS REALTY CORPORATION and the mailing address of the corporation is 5000 North U.S. Hwy 27, Ocala, FL 34482. The address of the principal office of the corporation is 5000 North U.S. Hwy 27, Ocala, FL 34482.

**ARTICLE 2.**

- 2.1 **DURATION.** The period of duration of the corporation is perpetual.

**ARTICLE 3.**

- 3.1 **POWERS.** The corporation, subject to any specific written limitations or restrictions imposed by law or by these Articles of Incorporation, shall have and exercise the following powers:

3.1.1 **Statutory Powers.** To have and exercise all the powers specified in the law;

3.1.2 **Profit-Sharing Arrangements.** To enter into any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association with any domestic corporations or foreign corporations, associations, partnerships, individuals, other entities or by any foreign country, and to enter into general or limited partnerships;

3.1.3 **Guarantees.** To make any guarantee respecting stocks, dividends, securities, indebtedness, interest, contracts, or other obligations created by any domestic or foreign corporations, associations, partnerships, individuals or other entities;

3.1.4 **Construction of Powers.** Each of the foregoing clauses of this section shall be construed as independent powers and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to, or inference from, the terms of any other clause. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses, or the scope of the general powers of the corporation created by them, nor shall the expression of, one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

- 3.2 **FOREIGN EXERCISE OF PURPOSE AND POWERS.** The corporation may carry out its purposes and exercise its powers in any state, territory, district, possession of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district, possession of the United States, or by the foreign country; and it

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## **ARTICLES OF INCORPORATION OF OCALA PALMS REALTY CORPORATION (Con't)**

may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district, possession of the United States, or foreign country.

- 3.3 AUTHORITY OF DIRECTORS.** The board, subject to any specific written limitations or restrictions imposed by the law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the corporation without previous authorization or subsequent approval by the shareholders of the corporation.

- 3.4 LIMITING PROVISION.** Nothing contained in these Articles shall be construed to authorize the corporation to engage in the business of banking, insurance, or engineering.

### **ARTICLE 4.**

- 4.1 STOCK CERTIFICATES.** Certificates of stock shall be signed by the president or the vice president, jointly with the secretary and the seal of the corporation shall be impressed thereon.

- 4.2 NUMBER OF AUTHORIZED SHARES.** The aggregate number of shares that the corporation shall have authority to issue is 5,000 shares of common stock with par value of \$1.00 per share.

- 4.3 RESTRICTED STOCK.** All of the shares of capital stock shall be restricted and each certificate shall bear the following legend:

*"Transfer of these shares is restricted. The corporation will furnish a full statement of restrictions to any requesting shareholder without charge."*

- 4.4 SHARES NOT IN CLASSES.** The shares of the corporation are not to be divided into classes.

### **ARTICLE 5.**

- 5.1 BYLAWS.** The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any bylaw made by them that such bylaws shall not be altered, amended or repealed by the Board.

- 5.2 DIRECTOR CONFLICTS.** Any contract or other transaction between the corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the corporation and any corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee or its

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## **ARTICLES OF INCORPORATION OF OCALA PALMS REALTY CORPORATION (Con't)**

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shareholders. This Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

### **5.3 INDEMNIFICATION AND RELATED MATTERS.**

**5.3.1 Power to Indemnify-Third Party Actions.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation) by reason of the fact that he is or was a director, officer, employee or agent of the corporation; or is or was, *at the request of the corporation, a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in the best interests of the corporation, and, with respect to any criminal action or proceeding, he had no reasonable cause to believe that his conduct was unlawful.*

**5.3.2 Power to Indemnify - Actions Brought in the Right of the Corporation.** The corporation shall have power to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee or agent of the corporation or is or was serving, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and *reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in the best interest of the corporation, except that no indemnification shall be made with respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the court in which such action or suit is brought shall determine, upon application, that despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court may deem proper.*

**5.3.3 Right to Indemnification.** To the extent that a director officer, employee or agent of the corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in clauses 5.3.1 and 5.3.2, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (*including attorneys' fees, judgments, fines and amounts paid in settlement*) actually and reasonably incurred by him in connection therewith.

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## **ARTICLES OF INCORPORATION OF OCALA PALMS REALTY CORPORATION (Con't)**

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- 5.3.4 Determination of Entitlement to Indemnification.** Any indemnification under clauses 5.3.1 and 5.3.2, unless ordered by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in clauses 5.3.1 and 5.3.2. Such determination shall be made (1) by the board by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such a quorum is not obtainable, or even if obtainable, as a quorum of disinterested directors so directs, by independent legal counsel, in a written opinion, or (3) by the shareholders.
- 5.3.5 Advancement of Expenses.** Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding as authorized in the manner provided in clause 5.3.4 upon receipt of an undertaking by or on behalf of the director, officer, employee or agent to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the corporation as authorized in this section.
- 5.3.6 Savings Clause.** The indemnification provided by this section shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of shareholders 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 inure to the benefit of the heirs, executors and administrators of such a person.
- 5.3.7 Insurance.** The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of this section.
- 5.4 REMOVAL OF DIRECTORS.** At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the bylaws.
- 5.5 AMENDMENT OF ARTICLES OF INCORPORATION.** The corporation reserves the right to amend the articles in any manner now or hereafter permitted by the law, as provided by the bylaws.

### **ARTICLE 6.**

- 6.1 ORGANIZING DIRECTORS.** This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The names and addresses of the initial directors of this corporation are:

**ARTICLES OF INCORPORATION OF OCALA PALMS REALTY CORPORATION (Con't)**

**6.1.1** Richard Pearsall  
R.R. 4, Route 118, Box 625  
Dallas, PA 18612

**6.1.2** Kenneth Eckman  
6100 SW 57<sup>th</sup> Avenue  
Ocala, FL 34474

**6.1.3** Arthur F. Tait, Jr.  
5109 SE 4<sup>th</sup> Street  
Ocala, Florida 34471

**ARTICLE 7.**

**7.1** **REGISTERED AGENT AND REGISTERED OFFICE.** The name of the initial Registered Agent of the corporation is Tim D. Haines, Gray, Ackerman & Haines, P.A., whose address is 125 NE 1<sup>st</sup> Avenue, Suite 1, Ocala, FL 34470.

**ARTICLE 8.**

**8.1** **INCORPORATORS.** The name and address of the person signing these Articles is:

Tim D. Haines  
Gray, Ackerman & Haines, P.A.  
125 NE 1<sup>st</sup> Avenue, Suite 1  
Ocala, FL 34470

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles this 11<sup>th</sup> day of September, 2006.



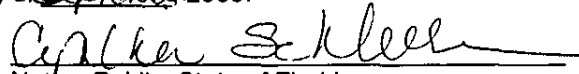
**TIM D. HAINES**

**STATE OF FLORIDA  
COUNTY OF MARION**

**BEFORE ME**, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared **TIM D. HAINES**, known to me and known by me to be the person who executed the foregoing Articles and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

**WITNESS** my hand and official seal this 11 day of September, 2006.

**CYNTHIA SCHLOBACH**  
Notary Public, State of Florida  
My comm. exp. Jul. 30, 2010  
Comm. No. DD 579446

  
Notary Public, State of Florida  
My Commission Expires \_\_\_\_\_



## **CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT**

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**TIM D. HAINES**, whose address is 125 NE 1<sup>st</sup> Avenue, Suite 1, Ocala, FL 34470, the initial registered agent named in the Articles of Incorporation to accept service of process for **OCALA PALMS REALTY CORPORATION**, a corporation organized under the laws of the State of Florida, hereby accepts such appointment as Registered Agent at the place designated in this certificate.

Dated this 11<sup>th</sup> day of September 2006.



**TIM D. HAINES**

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