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DEPARTMENT OF STATE
VISION OF CORPORATIONS

of 10/10/06

#### **AUSLEY & MCMULLEN**

ATTORNEYS AND COUNSELORS AT LAW

a.

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560

Writer's Direct Line: (850) 425-5457

October 6, 2006

FILED

06 OCT 10 AM 9: 02

SECRETARY OF STATE TALLAHASSEE, FLORIDA

Secretary of State 409 East Gaines Street Tallahassee, Florida 32301

**VIA HAND DELIVERY** 

Re:

PiperJet Southeast, Inc.

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

**570.00** 

Filing Fee

□ \$78.75

Filing Fee &

Certificate of Status

\$78.75

Filing Fee &

Certified Copy

□ \$87.50

Filing Fee,

Certified Copy & Certificate of Status

I would appreciate your calling me at 425-5457 when the certified copy is ready, and I will arrange for someone to pick it up. Please do not hesitate to call me or Bob Pierce if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Donna Marie Walters

Paralegal

/dmw

Enclosures

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#### FLORIDA DEPARTMENT OF STATE Division of Corporations

October 9, 2006

AUSLEY & MCMULLEN ATTN: DONNA WALTERS 227 SOUTH CALHOUN STREET TALLAHASSEE, FL 32301

SUBJECT: PIPERJET SOUTHEAST, INC.

Ref. Number: W06000044211

We have received your document for PIPERJET SOUTHEAST, 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 person designated as incorporator in the document and the person signing as incorporator must be the same.

An effective date <u>may</u> be added to the Articles of Incorporation <u>if a 2007 date is needed</u>, otherwise the date of receipt will be the file date. <u>A separate article must be added to the Articles of Incorporation for the effective date.</u>

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) 245-6973.

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# ARTICLES OF INCORPORATION OF PIPERJET SOUTHEAST, INC.

06 OCT 10 " 9:02

SECRETARY OF STATE

The undersigned Incorporator hereby file these Articles of Incorporation in order to form a RIDA Corporation under the laws of the State of Florida.

## Article 1. Name and Principal Office

The name of this Corporation shall be **PIPERJET SOUTHEAST, INC.** The principal place of business and mailing address of this Corporation shall be 3256 Capital Circle S.W., Tallahassee, Florida 32310-8723.

#### Article 2. Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

#### Article 3. Stock

The authorized capital stock of this Corporation shall consist of one thousand (1,000) shares of voting common stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation.

#### Article 4. Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

## Article 5. Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

Emily S. Waugh
227 South Calhoun Street
Tallahassee, Florida 32301-1805

PiperJet Southeast, Inc.
ARTICLES OF INCORPORATION
Page 1 of 5

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TALLAHASSEE ELOSIDA

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#### Article 6. Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

## Article 7. Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 3256 Capital Circle S.W., Tallahassee, Florida 32310-8723. The name of the initial Registered Agent of the Corporation at the above address shall be **Charles D. Langston**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

#### Article 8. Number of Directors

This Corporation shall have at least three (3) Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the Shareholders.

#### Article 9. Initial Board of Directors

The initial Board of Directors shall consist of four (4) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

**Paul M. Langston** 3256 Capital Circle S.W. Tallahassee, Florida 32310-8723

Charles D. Langston 3256 Capital Circle S.W. Tallahassee, Florida 32310-8723 Carmen G. Langston
3256 Capital Circle S.W.
Tallahassee, Florida 32310-8723
Dennis O. Boyle
3110 Capital Circle N.E.
Tallahassee, Florida 32308-3706

#### Article 10. Officers

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

PiperJet Southeast, Inc. ARTICLES OF INCORPORATION Page 2 of 5 President

Charles D. Langston

3256 Capital Circle S.W.

Tallahassee, Florida 32310-8723

Chairman of the Board

Paul M. Langston

3256 Capital Circle S.W.

Tallahassee, Florida 32310-8723

Secretary/Treasurer

Carmen G. Langston

3256 Capital Circle S.W.

Tallahassee, Florida 32310-8723

Assistant Secretary/ Assistant Treasurer Charles D. Langston 3256 Capital Circle S.W.

Tallahassee, Florida 32310-8723

# Article 11. Transactions in Which Directors Or Officers Are Interested

- 11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee that authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:
  - A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
  - B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
  - C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

PiperJet Southeast, Inc. ARTICLES OF INCORPORATION Page 3 of 5 11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

#### Article 12. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

#### Article 13. Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this day of October, 2006.

Emily S. Waugh Incorporator

#### CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

PIPERJET SOUTHEAST, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 3256 Capital Circle S.W., Tallahassee, Florida 32310-8723, as its initial registered office and has named **Charles D. Langston**, located at said address, as its initial Registered Agent.

Incorporator

Date: October 6, 2006

Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

Charles D. Langston

Registered Agent

Date: October <u>5</u>, 2006

FILED

SECRETARY OF STATE