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## GALLOWAY, BRENNAN & BILLMEIER, P.A.

240 East 5th Avenue Tallahassee, Florida 32303 Telephone: (850) 224-0141 Facsimile: (850) 224-0883 CLYDE W. "BILLY" GALLOWAY, JR.
JOHN "JACK" L. BRENNAN III
L. MICHAEL BILLMEIER, JR.

December 1, 2006

Secretary of State Division of Corporations Clifton Building 2661 Executive Center Circle Tallahassee, FL 32301

Re: Sarasota Investors Group, Inc.

Dear Madam:

Enclosed please find the original executed Articles of Incorporation for Sarasota Investors Group, Inc. Please also find enclosed our firm check in the amount of \$78.75. Please provide us with a certified copy of the Articles along with a Certificate of Status.

Sincerely,

Clyde W. Galloway, Jr.

/grm Encl.



#### ARTICLES OF INCORPORATION

OF

#### SARASOTA INVESTORS GROUP, INC.

The undersigned incorporator to these Articles of Incorporation, a natural person over the age of eighteen years, competent to contract and who is a citizen of the United States of America, hereby forms a corporation pursuant to and in compliance with Chapter 607 of the Florida Statutes.

#### **ARTICLE I - NAME**

The name of the corporation shall be: Sarasota Investors Group, Inc.

#### ARTICLE II - PRINCIPAL OFFICE

The principal place of business and the mailing address of the corporation shall be: 818 A1A North, Suite 301, Ponte Vedra Beach, Florida 32082.

#### ARTICLE III - PURPOSE

The corporation may engage in any lawful act or activity for which a corporation maybe organized.

#### ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue ten thousand (10,000) shares of common stock having a par value of \$.001 per share (the "Common Stock"), and is authorized to issue ten thousand (10,000) shares of preferred stock having a par value of \$.001 per share (the "Preferred Stock").

The Common Stock shares shall have unlimited voting rights, with each share being entitled to one vote, and the right to receive the net assets of the corporation upon dissolution, with each share participating on a pro-rata basis.

The Preferred Stock shall have the following designations, rights and preferences:

1. The holders of shares of Preferred Stock shall be entitled to receive dividends with respect to each share of Preferred Stock, when and as declared by the Board of Directors, out of funds available for the payment of dividends in accordance with Florida law, at a per annum rate equal to 15% of the original issuance price of such share (the "Stated Value"), compounded quarterly, whether or not declared or earned, payable in preference to all other shareholders, and such dividends shall be cumulative, and no dividend shall be paid on the shares of any other class unless the current quarterly dividend, and all arrears of dividends, if any, on

the shares of said Preferred Stock shall have been paid, or provision shall have been made for the payment thereof; but the holders of said shares shall at no time have any other or further dividend of any kind.

- 2. Except as otherwise expressly required by Florida law, shares of the Preferred Stock shall be non-voting.
- 3. In case of the dissolution or liquidation of the corporation, the holders of shares of Preferred Stock shall be entitled to receive payment of the Stated Value thereof, and all accrued and unpaid dividends thereon, from the assets remaining, after paying the debts and liabilities of the corporation, before any payment shall be made to the holders of the shares of any other class of stock but shall not be entitled to participate any further in the distribution of the assets of the corporation.

#### <u>ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT</u>

The name and street address of the registered agent of the corporation shall be Clyde W. Galloway, Jr. at the offices of Galloway, Brennan & Billmeier, P.A., 240 East 5<sup>th</sup> Avenue, Tallahassee, Florida 32303, who upon accepting this designation agrees to comply with the provisions of Section 48.091 of the Florida Statutes, as amended from time to time, with respect to keeping an office open to receive process on behalf of the corporation.

#### **ARTICLE VI – INDEMNIFICATION**

This corporation shall indemnify, pursuant to Chapter 607.014, Florida Statutes, and to the fullest extent permitted by law, the incorporator of the corporation against all losses, including, without limitation, attorneys' fees, reasonably incurred by or imposed upon him or her, in connection with any threatened, pending, or completed action or by reason of being or having been an incorporator of the corporation, or in connection with any settlement thereof.

#### **ARTICLE VII – TERM OF EXISTENCE**

The corporation shall have a perpetual existence.

#### <u>ARTICLE VIII – BYLAWS</u>

In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, adopt, repeal, alter, amend, and rescind the bylaws of the corporation by a resolution adopted in accordance with the requirements of the bylaws.

#### ARTICLE IX -INCORPORATOR

The name and address of the incorporator is: David D. Willoughby, Esq., Rogers & Hardin, 2700 International Tower, 229 Peachtree Street NE, Atlanta, Georgia 30303.

### ARTICLE X – ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above corporation at the place designated in Article V of these Articles, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Registered Agent

12/1/06 Date

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 1st day of December, 2006.