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### LARRY T. GRIGGS ATTORNEY AT LAW, P.A.

1301 PLANTATION ISLAND DR. SOUTH, SUITE 202B ST. AUGUSTINE, FLORIDA 32080

> TELEPHONE (904) 471-5204 FAX (904) 460-7248

April 25, 2008

Secretary of State Division of Corporations Post Office Box 6327 Tallahassee, FL 32314

RE: Incorporating Wednesday Night, Inc.

Dear Sir or Madam:

Enclosed herewith please find the Articles of Incorporation of Wednesday Night, Inc. and a check payable to your office for the sum of \$78.75. Once the Articles are filed please mail me a certified copy.

Please contact me if you have any questions or if I may be of further assistance.

Sincerely,

Larry T. Griggs

LTG/klm

Enclosures: Articles of Incorporation, Check

## ARTICLES OF INCORPORATION OF WEDNESDAY NIGHT, INC.

The undersigned incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

#### **ARTICLE I**

The name of the corporation is Wednesday Night, Inc.

#### **ARTICLE II**

#### **DURATION OF THE CORPORATION**

This corporation shall exist perpetually unless dissolved according to law.

#### **ARTICLE III**

#### **CORPORATE PURPOSE**

The purpose of this corporation is for the engagement in the carpentry trade and any other such business activities as are necessary or incidental to the operation of the business, or any other lawful business.

#### <u>ARTICLE IV</u>

#### **AUTHORIZED STOCK**

The authorized stock of this corporation shall consist of 100 common shares at \$1.00 par value per share.

#### ARTICLE V

#### PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this corporation is to be 119 Egret Road, St. Augustine, Florida 32086.

#### <u>ARTICLE VI</u>

#### REGISTERED AGENT AND REGISTERED OFFICE

William R. Upson shall be the initial registered agent to accept service of process with this State and the initial registered office shall be 119 Egret Road, St. Augustine, Florida 32086.

#### **ARTICLE VII**

#### **DIRECTORS**

The number of directors constituting the initial board of directors is three (3). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1) nor more than six (6). The name and address of the initial director who shall hold office until his successors are elected and have qualified are as follows:

William R. Upson 119 Egret Road St. Augustine, Florida 32086

Craig A. Johnson 7124 Middleton Avenue St. Augustine, Florida 32080

John W. Hinerman 1000 Cedar Cove Drive St. Augustine, Florida 32086

#### **ARTICLE VIII**

#### **INDEMNIFICATION**

Each director and officer of the corporation now or hereafter serving as such, shall

be indemnified by the corporation against any and all claims and liabilities to which he or she has or shall become subject by reason of serving or having served as such director or officer, or by reason of any action alleged to have been taken, omitted, or neglected by him as such director or officer; and the corporation shall reimburse each such person for all legal expenses reasonably incurred by him or her in connection with any such claim or liability, provided, however, that no such person shall be indemnified against, or be reimbursed for any expense incurred in connection with, any claim or liability arising out of his or her own willful misconduct or gross negligence.

The amount paid to any officer or director by way of indemnification shall not exceed his or her actual, reasonable, and necessary expenses incurred in connection with the matter involved, and such additional amount as may be fixed by the board of directors, who shall be shareholders of the corporation but not officers or directors, and any determination so made shall be prima facie evidence of the reasonableness of the amount fixed.

The right of indemnification hereinabove provided for shall not be exclusive of any rights to which any director or officer of the corporation my otherwise be entitled by law.

#### **ARTICLE IX**

#### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stockholders entitled to votes thereon, manifesting their intention that a certain amendment to the Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this  $2 \le day$  of April, 2008.

William R. Upson

Incorporator

#### **ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

I, William R. Upson, having been named as registered agent of Wednesday Night, Inc., accept service of process for the above-stated corporation at the place designated in this certificate, hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and I am familiar with and accept the duties and obligations of registered agent for said corporation pursuant to F.S. 607.0501(3).

DATED this 25 day of April, 2008.

William R. Upsor Registered Agent

119 Egret Road

St. Augustine, FL 32086

STATE OF FLORIDA COUNTY OF ST. JOHNS

The foregoing instrument was acknowledged before me this 25 day of April, 2008 by William R. Upson. He is personally known to me or has produced a Florida Drivers License as identification and did take an oath.

Kimberly L Mehaffie
MY COMMISSION # DD353278 EXPIRES
September 8, 2008
BONDED THRU TROY FAIN INSURANCE, INC

Kimberly L. Mehaffie, Notary Public

State of Florida at Large