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Division of Corporations
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From:

Account Name : CHAPIN, BALLERANO & CHESLACK
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Phone : (561) 272-1225
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DIVISION OF CORPORATION

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FLORIDA PROFIT/NON PROFIT CORPORATION

Callaway Family Asset Management Corp.

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ARTICLES OF INCORPORATION

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, and who is a natural person competent to contract, does hereby adopt the following Articles of Incorporation:

ARTICLE 1

The name of this corporation shall be: **CALLAWAY FAMILY ASSET MANAGEMENT CORP.**, (the "Corporation").

ARTICLE 2

This Corporation shall have perpetual existence.

ARTICLE 3

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

1. To transact any lawful business for which corporations may be incorporated under the Florida Business Corporation Act, and to engage in any trade or business which can, in the opinion of the Board of Directors of the Corporation, be advantageously carried on in connection with the foregoing business.

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2. To do such other and further things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.
3. To carry out any business, occupation, undertaking, enterprise and exercise any power or authority which may be done by a private corporation organized and existing under and by virtue of Chapter 607, Florida Statutes, and as amended, it being the intention that this Corporation may conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, and as amended.

ARTICLE 4

The aggregate number of shares which the Corporation is authorized to issue is ten thousand shares (10,000) shares, of common stock, with a par value of ONE (\$1.00) DOLLAR per share.

ARTICLE 5

The name and street address of the initial registered agent for the Corporation is: Robert D. Chapin, 1201 George Bush Blvd., Delray Beach, FL 33483.

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Having been named as registered agent and to accept service of process for the above stated Corporation at the place designated in these Articles of Incorporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


ROBERT D. CHAPIN (Registered Agent)

ARTICLE 6

The address of the principal office of the Corporation is: 1201 George Bush Boulevard, Delray Beach, FL 33483.

ARTICLE 7

The number of directors (the "Directors") constituting the initial Board of Directors of the Corporation is 4. The names and addresses of the

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persons who are to serve as members of the initial Board of Directors are:

Phyllis A. Callaway
67 Spanish River Drive
Ocean Ridge, FL 33435

William T. Callaway
1003 West Share Drive
Yardley, PA 19067

Leslie A. Callaway
75 NE 5th Avenue, Unit R
Delray Beach, FL 33483

Susan C. Stein
1502 Chickamauga Trail
Lookout Mountain, GA 30750

ARTICLE 8

1. The business of the Corporation shall be conducted and managed by its Board of Directors, and such Board of Directors shall consist of not less than one (1) Director. The Directors named above shall have the power to approve and adopt the initial By-Laws of this Corporation.
2. The qualifications, time and place of election and term of office of each Director shall be as provided for in the By-Laws of the Corporation. The Directors will be elected by not less than 75% of the shares outstanding and entitled to vote at a meeting at which quorum is present; or the foregoing election may be accomplished in writing by written consent.
3. The officers of this Corporation may consist of a President, Vice President, Secretary, Treasurer, and such other officers and agents as

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may be provided for by the By-Laws of this Corporation. Such officers shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws. The use of a specific pronoun in these Articles, such as he or his, shall include the singular or plural, all genders including it, whenever the context so requires.

ARTICLE 9

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the Directors of the Corporation are pecuniarily or otherwise interested in, or are Directors or officers of, such other corporation. Any Director individually, or any firm which any Director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is related by virtue of such attribution, shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which, action upon such contract or transaction shall be taken; and any Director of the Corporation who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or

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transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

ARTICLE 10

1. Stockholder Agreements. The Corporation and its stockholders or the stockholders among themselves, may enter into agreements, restricting the transferability or encumbrance of the stock of the Corporation. Such agreements may confer upon the Corporation or the stockholders, or both an option of first refusal or mandatory purchase in the event of such transfer or encumbrance. Nothing in the Articles of Incorporation or the By-Laws shall be construed to authorize a transfer of such stock upon the books of the Corporation in violation of such agreements.
2. Indemnification of Directors and Officers. The Corporation shall indemnify any Director or officer who by virtue of his being a Director or officer of this Corporation, is made a party to any action or proceeding, except when such Director or officer is adjudicated guilty of malfeasance in the discharge of his duties to the Corporation. Indemnification shall be for all reasonable expenses incurred as a result of such action or proceeding.
3. Directors liability. No Director shall be liable to the Corporation for any loss or damage suffered on account of any action taken or

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omitted in good faith, if such Director exercised the same degree of care that a prudent man would have exercised in the conduct of his own affairs.

4. Reimbursement of Directors. In any action or proceeding brought by or on behalf of the Corporation against a Director, which results in a decision in favor of the Director, the Corporation shall reimburse the Director for all reasonable expenses incurred by him in the course of the action or proceedings.

ARTICLE 11

The Directors shall not be liable for illegal dividends or distributions made by the Corporation, if based on good faith reliance on representations made by officers or agents or records as to the financial condition of the Corporation, unless such Directors' actions or omissions are willful or grossly negligent.

ARTICLE 12

1. These Articles of Incorporation may be amended upon approval by the Board of Directors of proposals submitted to the stockholders and subsequently approved at a stockholders meeting by not less than seventy-five (75%) percent of the stock entitled to vote.

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2. Notwithstanding the amending process contained in Paragraph 1 above, amendments may be made upon written approval by all of the stockholders.

ARTICLE 13

The name and address of the incorporator is:

Phyllis A. Callaway
67 Spanish River Drive
Ocean Ridge, FL 33435

DATED:

July 7, 2008

Phyllis A. Callaway
PHYLLIS A. CALLAWAY,
INCORPORATOR