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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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April 7, 2009

**VIA HAND DELIVERY**

Registration Section  
Florida Department of State  
Division of Corporation  
2661 Executive Center Circle West  
Tallahassee, FL 32301

**Re: Monroe Adams Trust, Corp.**

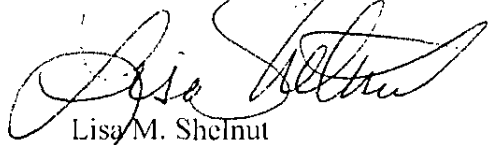
To Whom it May Concern:

Attached please find the original and one copy of the Articles of Incorporation for Monroe Adams Trust, Corp. to transact business in the State of Florida as a For Profit Corporation, as well as a check in the amount of \$70.00. Please file stamp the copy for our records.

If anything further is needed please do not hesitate contacting me at the above referenced number.

Sincerely,

**AKERMAN SENTERFITT**



Lisa M. Shelmut  
Legal Administrative Assistant to  
J. Martin Hayes

Enclosures

ARTICLES OF INCORPORATION  
OF  
MONROE ADAMS TRUST, CORP.

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TALLAHASSEE, FLORIDA

The undersigned, being above the age of eighteen (18) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

**ARTICLE I**

**NAME**

The name of this Corporation shall be MONROE ADAMS TRUST, CORP., and its principal place of business shall be located at 106 East College Ave., Suite 1200, Tallahassee, Florida 32301.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

This Corporation shall commence corporate existence on the date of filing these articles of incorporation with the Secretary of State of Florida and shall have perpetual existence unless sooner dissolved according to law.

**ARTICLE III**

**GENERAL PURPOSE: GENERAL POWERS**

The general purpose of this Corporation shall be the transaction of any and all lawful business. This Corporation shall have all of the powers enumerated in the Florida Business Corporation Act, as the same now exists and as hereafter amended, and all such other powers as are permitted by applicable law.

**ARTICLE IV**

**CAPITAL STOCK**

I **Number and Class of Shares Authorized; Par Value.** This Corporation is authorized to issue One Hundred (100) shares of voting common stock, having One Dollar (\$1.00) par value.

2        **Voting Rights.** The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation.

3        **Consideration for Issuance of Stock.** The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for such consideration as it may deem equivalent to or in excess of the par value thereof. The authorized stock of the Corporation may be paid for, in whole or in part, in cash or other property, tangible or intangible, or in labor or services actually performed for the Corporation at a fair valuation placed on such property or services by the Board of Directors. Future services evidenced by a written agreement shall constitute payment or part payment for the issuance of stock of the Corporation.

**Preemptive Rights.** The Corporation elects to have preemptive rights.

## **ARTICLE V**

### **INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be located at 106 East College Ave., Suite 1200, Tallahassee, Florida 32301, and the initial registered agent of this Corporation at that address shall be **J. MARTIN HAYES.** The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these articles of incorporation.

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. The name and street address of each of the initial directors of this Corporation is:

<u>Name</u>	<u>Street Address</u>
<u>Charles Clemente</u>	106 E. College Avenue, Suite 1200, Tallahassee, Florida 32301
<u>James Rathman</u>	106 E. College Avenue, Suite 1200, Tallahassee, Florida 32301

## **ARTICLE VII**

### **OFFICERS**

The name and street address of the initial officers of this Corporation are:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Charles Clemente	President	106 E. College Avenue, Ste. 1200 Tallahassee, Florida 32301
James Rathamn	Secretary	106 E. College Avenue, Ste. 1200 Tallahassee, Florida 32301

## **ARTICLE VIII**

### **INCORPORATOR**

The name and street address of the person signing these articles as incorporator is: J. Martin Hayes, c/o Akerman Senterfitt, 106 East College Ave., Suite 1200, Tallahassee, Florida 32301.

## **ARTICLE IX**

### **BYLAWS**

The power to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

## **ARTICLE X**

### **INDEMNIFICATION**

Except as limited by the Corporation's bylaws, the Corporation shall have all the powers and authority now or hereafter granted or permitted by law with respect to indemnification of directors, officers, employees and agents, and former directors, officers, employees and agents.

**ARTICLE XI**

**AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**ARTICLE XII**

**HEADINGS AND CAPTIONS**

The headings or captions of these various articles of incorporation are inserted for convenience and none of them shall have any force or effect, and the interpretation of the various articles shall not be influenced by any of said headings or captions.

**IN WITNESS WHEREOF**, the undersigned does hereby make and file these articles of incorporation declaring and certifying that the facts stated herein are true, and does hereby subscribe thereto and hereunto set his name and seal this 7th day of April, 2009.

 (SEAL)  
J. Martin Hayes, Incorporator

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE  
SERVICE OF PROCESS WITHIN FLORIDA AND REGISTERED AGENT  
UPON WHOM PROCESS MAY BE SERVED**

In compliance with Sections 48.091 and 607.0505, Florida Statutes, the following is submitted:

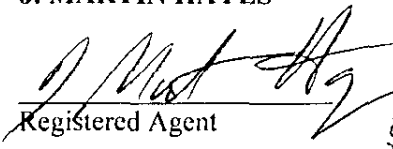
**MONROE ADAMS TRUST, CORP.** (the "Company"), desiring to organize as a domestic corporation or qualify under the laws of the State of Florida with its principal place of business at: 106 E. College Ave., Suite 1200, Tallahassee, Florida 32301 has named and designated: **J. MARTIN HAYES**, with its registered office located at: 106 E. College Ave., Suite 1200, Tallahassee, Florida 32301, as its Registered Agent to accept service of process within the State of Florida.

**ACKNOWLEDGMENT**

Having been named as Registered Agent for **MONROE ADAMS TRUST, CORP.** (the "Company"), at the place designated in this Certificate, the undersigned hereby agrees to act in this capacity; and the undersigned is familiar with and accepts the obligations of Section 607.0505, Florida Statutes, as the same may apply to the Company; and the undersigned further agrees to comply with the provisions of Florida Statutes, Section 48.091 and all other statutes, all as the same may apply to the Company relating to the proper and complete performance of the undersigned's duties as Registered Agent.

Dated as of this 7<sup>th</sup> day of April, 2009.

**J. MARTIN HAYES**

  
Registered Agent

**FILED**  
2009 APR -7 A 11:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA