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FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

09 MAY 11 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

5/11/09

ARTICLES OF INCORPORATION

OF

T.P.W. RANCH, INC.

FILED

09 MAY 11 AM 9:26

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED INCORPORATOR (S) OF THESE ARTICLES OF INCORPORATION, IS/ARE NATURAL PERSON (S) COMPETENT TO CONTRACT IN THE STATE OF FLORIDA HEREBY PRESENTS THESE ARTICLES OF INCORPORATION FOR THE FORMATION OF A CORPORATON UNDER THE LAWS OF THE STATE OF FLORIDA.

ARTICLE 1

THE NAME AND LOCATION OF THIS CORPORATION IS T.P.W. RANCH, INC.
347 SOUTH ORANGE AVENUE ARCADIA, FLORIDA 34266

ARTICLE 2

DURATION

THIS CORPORATION SHALL EXIST PERPETULLY, AN THE DATE OF COMMENCEMENT OF CORPORATION EXISTANCE SHALL BE THE DATE ON WHICH THESE ARTICLES ARE FILED WITH THE SECRETARY OF STATE IN THE STATE OF FLORIDA.

ARTICLE 3

NATURE OF BUSINESS

THE GENERAL NATURE OF THIS BUSINESS TO BE TRANSACTED BY THIS CORPORATION IS:

- A. TO ENGAGE IN ANY ACTIVITIES OR BUSINESS PERMITTED UNDER THE LAWS OF OF THE UNITED STATES AND THE STATE OF FLORIDA.
- B. TO SELL, BUY, EXCHANGE, LEASE, SUBDIVIDE, DEVELOPE, IMPROVE, OWN, HOLD, MORTGAGE OR DEAL IN AND DISPOSE OF REAL ESTATE AND PERSONAL PROPERTY.

ARTICLE 4

CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SEVENTY-FIVE HUNDRED (7,500) SHARES OF COMMON STOCK WITH A PAR VALUE OF \$ 1.00 PER SHARE.

- A. THE WHOLE OR ANY PART OF THE CAPITAL STOCK OF THIS CORPORATION SHALL BE PAYABLE IN LAWFUL MONEY OF THE UNITED STATES OF AMERICA OR PROPERTY, LABOR OR SERVICE AT A JUST VALUATION TO BE FIXED BY THE DIRECTORS. PROPERTY OR LABOR MAY ALSO BE PURCHASED WITH THE CORPORATE ASSETS AT SUCH VALUATION AS MAY BE FIXED BY THE DIRECTORS.
- B. THE SAID STOCK SHALL BE ISSUED PURSUANT TO A PLAN UNDER SECTION 1244 OF THE INTERNAL REVENUE SERVICE CODE.
- C. EVERY HOLDER OF COMMON STOCK OF THIS CORPORATION SHALL BE ENTITLED, AS OF RIGHT, TO SUBSCRIBE FOR AND PURCHASE, OR RECEIVE, ANY PART OF ANY NEW OR ADDITIONAL ISSUE OF STOCK OF ANY CLASS, WHETHER NOW OR HEREAFTER AUTHORIZED, OR ANY BOND, DEBENTURES, TREASURY STOCK, OR OTHER SECURITIES OF THIS CORPORATION CONVERTIBLE INTO STOCK OF ANY CLASS, AND ALL SUCH ADDITIONAL SHARES OF STOCK AND SECURITIES SO SUBSCRIBED TO BE ISSUED TO SUCH STOCKHOLDERS IN THE SAME RATIO THAT THEIR STOCK OWNERSHIP IN THE CORPORATION BEARS TO ALL OTHER OUTSTANDING STOCK IN THE CORPORATION.
- D. THE CORPORATION, AND ANY OR ALL OF THE STOCKHOLDERS OF THIS CORPORATION, MAY FROM TIME -TO- TIME ENTER INTO SUCH AGREEMENT AS THEY DEEM EXPEDIENT, RELATING TO THE SHARES OF STOCK HELD BY THEM AND LIMITING THE TRANSFERABILITY THEREOF; AND THEREAFTER ANY TRANSFER OF SUCH SHARES SHALL BE MADE IN ACCORDANCE WITH THE PROVISIONS OF SUCH AGREEMENT, PROVIDED THAT BEFORE THE ACTUAL TRANSFER OF SUCH SHARES ON THE BOOKS OF THE CORPORATION, WRITTEN NOTICE OF SUCH AGREEMENT SHALL BE GIVEN TO THIS CORPORATION BY FILING A COPY THEREOF WITH THE SECRETARY OF THE CORPORATION AND A REFERENCE TO SUCH AGREEMENT SHALL BE STAMPED.

ARTICLE 5

REGISTERED AGENT

THE ADDRESS OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION WITHIN THE STATE OF FLORIDA IS 347 S. ORANGE AVE Arcadia, FL 34266

THE NAME OF THE INITIAL REGISTERED AGENT AT SUCH ADDRESS IS THEODORE P. WENTZEL,
JR.

ARTICLE 6

INCORPORATOR (S)

THE UNDERSIGNED INCORPORATOR (S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, DO HEREBY ADOPT (S) THE FOLLOWING ARTICLES OF INCORPORATION. THE PERSON (S) WHO HAVE SIGNED AND DELIVERED OR REQUEST TO BE DELIVERED THESE ARTICLES OF INCORPORATION TO THE DEPARTMENT OF STATE, DIVISION OF CORPORATION IS THE INCORPORATOR (S) OF THIS CORPORATION, WHOSE NAME(S) AND ADDRESS (ES) IS/ ARE:

<u>Theodore P. Wentzel Jr.</u>	<u>P.O. BOX 21893</u>	<u>SARASOTA, FLORIDA 34276</u>
<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>CITY AND STATE</u>

<u>INCORPORATOR</u>	<u>ADDRESS</u>	<u>CITY AND STATE</u>
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OFFICERS:

THEODORE P. WENTZEL-----PRESIDENT

CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF PROCESS
WITHIN THE STATE OF FLORIDA, NAMING AGENT UPON PROCESSMAYBE SERVED

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED, IN COMPLIANCE WITH SAID ACT:

T.P.W RANCH, INC.

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH IT'S
PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION IN THE
CITY OF ARCADIA, COUNTY OF DE SOTO STATE OF FLORIDA
HAS NAMED THEODORE P. WENTZEL LOCATED AT 347 S. Orange Ave.
CITY Arcadia COUNTY OF sarasota STATE OF FLORIDA, AS IT'S
AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE. HAVING BEEN NAMED
TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, AT THE
PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS
CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE
TO SAID OFFICE.


REGISTERED AGENT

FILED
09 MAY 11 AM 9:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA