

P09000090810

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

2009 NOV -2 PM 1:06

J. Shivers NOV 04 2009

621
2009-11-04



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 3, 2009

CT ATTN: CHRIS MCNEAIR

SUBJECT: HALCYON, INC.
Ref. Number: W09000048797

We have received your document for HALCYON, INC. and your check(s) totaling \$128.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You must list at least one incorporator with a complete business street address.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6929.

Justin M Shivers
Regulatory Specialist II
New Filing Section

Letter Number: 209A00034625

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TALLAHASSEE, FLORIDA



1203 Governors Square Blvd.
Tallahassee, FL 32301-2960

850 222 1092 tel
850 222 7615 fax
www.ctlegalsolutions.com

November 2, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

Re: Order #: 7689602 SO
Customer Reference 1: 64100.4
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Halcyon, Inc (FL)
Incorporation
Florida

Halcyon, Inc (VA)
Misc - Foreign Corporate Filing - Certificate of Domestication
Florida

Halcyon, Inc (VA)
Obtain Document - Misc - CC of filing
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CT Corp

Chris McNeair
Assistant Secretary

November 2, 2009

Department of State, Florida
Clifton Building
2611 Executive Center Circle
Tallahassee FL 32301

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF DOMESTICATION
FROM NON-FLORIDA CORPORATION
TO
FLORIDA CORPORATION
HALCYON, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

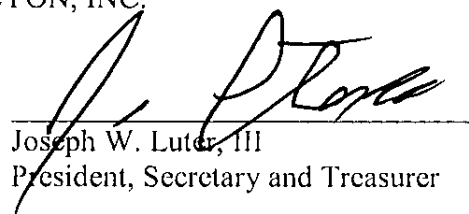
The undersigned, being a duly authorized officer of HALCYON, INC., a Virginia corporation (the "Corporation"), desiring to become domesticated as a Florida corporation, hereby files this Certificate of Domestication pursuant to Section 607.1801 of the Florida Business Corporation Act (the "Act"), and certifies as follows:

1. The date on which the Corporation was first incorporated as a corporation under the laws of the Commonwealth of Virginia was December 3, 2004.
2. The name of the Corporation immediately prior to the filing of this Certificate of Domestication is Halcyon, Inc.
3. The name of the Corporation as set forth in the Articles of Incorporation filed in accordance with Section 607.1801(2)(b) of the Act is Halcyon, Inc.
4. The jurisdiction that constituted the Corporation's principal place of business immediately prior to the filing of this Certificate of Domestication was Isle of Wight County, Commonwealth of Virginia.
5. This Certificate of Domestication shall be effective on filing of this Certificate of Domestication and related Articles of Incorporation with the Florida Secretary of State.

IN WITNESS WHEREOF, this Certificate of Domestication has been executed by a duly authorized officer of Halcyon, Inc. this 17th day of October, 2009.

HALCYON, INC.

By:



Joseph W. Luter, III
President, Secretary and Treasurer

**ARTICLES OF INCORPORATION
OF
HALCYON, INC.**

ARTICLE I - NAME

The name of the corporation is Halcyon, Inc. (hereinafter called the Corporation").

ARTICLE II. - INITIAL PRINCIPAL OFFICE

The street address of the initial principal office and mailing address of the Corporation is 200 Commerce Street, Smithfield, Virginia 23430.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business for corporations organized under the Florida Business Corporation Act of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The aggregate number of shares which the Corporation shall have the authority to issue is 100 shares of Common Stock, no par value.

Shares of capital stock of the Corporation that have been issued and subsequently acquired by the Corporation shall constitute issued but not outstanding shares of the same class and series, until canceled or disposed of (whether by resale or otherwise) by the Corporation. If the Board of Directors cancels any such shares, the canceled shares shall constitute authorized and unissued shares of the same class and shall be undesignated as to series.

ARTICLE V - BOARD OF DIRECTORS

The affairs of this Corporation shall be managed by a Board of Directors. The number of members of the Board of Directors shall be at least one (1) and no more than three (3). The number of members of the Board of Directors may be increased or decreased from time-to-time in accordance with the Bylaws of the Corporation. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

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TALLAHASSEE, FLORIDA

ARTICLE VI - INITIAL REGISTERED AGENT

The street address of the initial registered office of the Corporation is c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131; and the name of the Corporation's initial registered agent at that address is Abigail C. Watts-FitzGerald.

ARTICLE VII - INCORPORATOR

The name and address of the sole incorporator is Abigail C. Watts-FitzGerald located at Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 33131.

ARTICLE VIII - INDEMNIFICATION

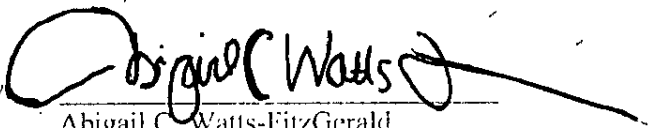
Section 1. Indemnification. Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision), against all fines, liabilities, settlements, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such director, officer, trustee, partner, agent or employee or arising out of his status as such director, officer, trustee, partner, agent or employee. The foregoing obligation of the Corporation to indemnify shall not be exclusive of other rights to which those seeking indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any such person against any such fine, liability, cost or expense, including attorneys' fees, whether or not the Corporation would have the legal power to directly indemnify such person against such liability.

Section 2. Advances. Costs, charges and expenses (including attorneys' fees) incurred by a person referred to in Section 1 of this Article in defending a civil or criminal suit, action or proceeding may be paid (and, in the case of directors of the Corporation, shall be paid) by the Corporation in advance of the final disposition thereof upon receipt of an undertaking to repay all amounts advanced if it is ultimately determined that the person is not entitled to be indemnified by the Corporation as authorized by this Article, and upon satisfaction of other conditions established from time to time by the Board of Directors or required by current or future legislation (but, with respect to future legislation, only to the extent that it provides conditions less burdensome than those previously provided).

IN WITNESS WHEREOF, the undersigned duly authorized officer of Halcyon, Inc. has executed these Articles of Incorporation this 27th day of October, 2009.

HALCYON, INC.

By


Abigail C. Watts-FitzGerald
Incorporator

**CERTIFICATE DESIGNATING THE ADDRESS
AND AN AGENT UPON WHOM PROCESS MAY BE SERVED**

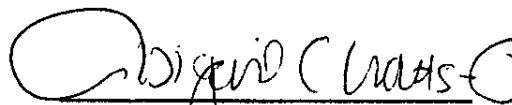
WITNESSETH:

That, Halcyon, Inc., desiring to incorporate under the laws of the State of Florida, has named Abigail C. Watts-FitzGerald, located at c/o Hunton & Williams LLP, 1111 Brickell Avenue, Suite 2500, Miami, Florida 3313, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I 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 obligations of Section 617.0501, Florida Statutes. /

Dated this 28th day of October, 2009.



Abigail C. Watts-FitzGerald
Registered Agent

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TALLAHASSEE, FLORIDA