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AUSLEY MCMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET P.O. BOX 391 (ZIP 32302) TALLAHASSEE, FLORIDA 32301 (850) 224-9115 FAX (850) 222-7560 Writer's Direct Line: (850) 425-5457

May 25, 2016

Secretary of State 2661 Executive Center Circle West Tallahassee, Florida 32301

VIA HAND DELIVERY

Skyline Mountain Properties, Inc. Re:

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

\$70.00

□ \$78.75

\$78.75

\$87.50

Filing Fee

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Filing Fee &

Filing Fee,

Certificate of Status

Certified Copy

Certified Copy & Certificate of Status

I will arrange for someone to pick up the certified copy. Please do not hesitate to call me if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,

Donna Marie Walters, FRP

Florida Registered Paralegal

Donna Marie Hatters

/dmw

Enclosures

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ARTICLES OF INCORPORATION OF SKYLINE MOUNTAIN PROPERTIES, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

Article 1. Name and Principal Office

The name of this Corporation shall be **Skyline Mountain Properties**, **Inc.** The principal place of business and mailing address of this Corporation shall be 2412 Winthrop Road, Tallahassee, Florida 32308-0525.

Article 2. Nature of Business

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

Article 3. Stock

The authorized capital stock of this Corporation shall consist of one thousand (1,000) shares of voting common stock with no par value per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy and sell agreements, or any other lawful form of agreements.

Article 4. Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Skyline Mountain Properties, Inc. ARTICLES OF INCORPORATION Page 1 of 4

Article 5. Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

DANIEL M. AUSLEY 2412 Winthrop Road Tallahassee, Florida 32308-0525

Article 6. **Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

Article 7. Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 2412 Winthrop Road, Tallahassee, Florida 32308-0525. The name of the initial Registered Agent of the Corporation at the above address shall be Daniel M. Ausley. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

Article 8. **Number of Directors**

This Corporation shall have three (3) Directors. The number of Directors may be increased or decreased from time to time in accordance with the Bylaws adopted by the Shareholders.

Article 9. Initial Board of Directors

The initial Board of Directors shall consist of three (3) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

Page 2 of 4

Daniel M. Ausley 2412 Winthrop Road Tallahassee, Florida 32308-0525

John H. Carnes 2724 Ledo Road, Villa 15 Albany, Georgia 31707-1627

Skyline Mountain Properties, Inc. ARTICLES OF INCORPORATION

Article 10. Officers

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President

Daniel M. Ausley

2412 Winthrop Road

Tallahassee, Florida 32308-0525

Secretary/Treasurer

John H. Carnes

2724 Ledo Road, Villa 15 Albany, Georgia 31707-1627

Article 11. Transactions in Which Directors Or Officers Are Interested

- 11.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee that authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:
 - A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
 - B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
 - C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.
- 11.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Skyline Mountain Properties, Inc. ARTICLES OF INCORPORATION Page 3 of 4

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Article 12. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

Article 13. Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third-degree felony as provided for in Section 817.155, Florida Statutes.

DANIEL M. AUSLEY

Incorporator

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SEORETARY OF SAME
ALLAHASSEE, FLORID.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

SKYLINE MOUNTAIN PROPERTIES, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 2412 Winthrop Road, Tallahassee, Florida 32308-0525, as its initial registered office and has named **Daniel M. Ausley**, located at said address, as its initial Registered Agent.

DANIEL M. AUSLEY

Incorporator

Date: May <u>33</u>, 2016

Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.

DANIEL M. AUSLEY

Registered Agent

Date: May <u>23</u>, 2016

