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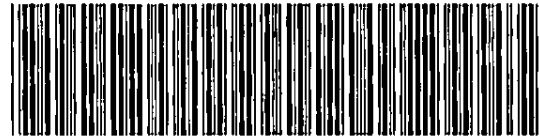
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2013 OCT -4 AM 10:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: McElroy Management, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$78.75 ☒ \$87.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status
ADDITIONAL COPY REQUIRED

FROM: Van P. Geeker, Emmanuel, Sheppard & Condon

Name (Printed or typed)

195 Grand Blvd., Suite 101

Address

Miramar Beach, FL 32550

City, State & Zip

850-460-8000

Daytime Telephone number

mlmpfi@embarqmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
McELROY MANAGEMENT, INC.**

2019 OCT -4 AM 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

McELROY

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

**ARTICLE I
NAME AND PRINCIPAL OFFICE**

The name of this Corporation shall be McElroy Management, Inc. The principal place of business of this Corporation shall be 1516 Lake Road, Monticello, Florida 32344. The mailing address of this Corporation shall be Post Office Box 945, Monticello, Florida 32345.

**ARTICLE II
NATURE OF BUSINESS**

The Corporation shall manage partnership investments and may also engage in any other activity or business permitted under the laws of the United States and the State of Florida.

**ARTICLE III
STOCK**

The authorized capital stock of this Corporation shall consist of 10,000 shares of Common Stock with a par value of one dollar (\$1.00) 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.

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 IV
POWERS**

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

**ARTICLE V
INCORPORATOR**

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

Mitchell L. McElroy
1516 Lake Road
Monticello, Florida 32344

**ARTICLE VI
TERM OF CORPORATE EXISTENCE**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII
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 1516 Lake Road, Monticello, Florida 32344. The name of the initial Registered Agent of the Corporation at the above address shall be Mitchell L. McElroy. 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 VIII
NUMBER OF DIRECTORS**

This Corporation shall have one or more directors. The number of directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the shareholders.

**ARTICLE IX
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of at least one person. The name and address of each member of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the shareholders and thereafter until any successors are elected are as follows:

<i>Name</i>	<i>Address</i>
Mitchell L. McElroy	Post Office Box 945 Monticello, Florida 32345

Ginger M. McElroy

Post Office Box 945
Monticello, Florida 32345

Quincey India McElroy

Post Office Box 945
Monticello, Florida 32345

ARTICLE X OFFICERS

The Corporation shall have a President, a Secretary and a Treasurer, and may have additional 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:

Name and Title

Address

Mitchell L. McElroy
President

Post Office Box 945
Monticello, Florida 32345

Ginger M. McElroy
Secretary and Treasurer

Post Office Box 945
Monticello, Florida 32345

ARTICLE XI INDEMNIFICATION OF DIRECTORS AND OFFICERS

(a) The Corporation hereby indemnifies any director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding:

(1) Whether civil, criminal, administrative, or investigative, other than an action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as director, officer, employee or agent of the Corporation or in his capacity as director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

(2) By or in the right of the Corporation to procure a judgment in its favor by reason of such person's being or having been a director, officer, employee, or agent of the Corporation, or by reason of such person's serving or having served at the request of the Corporation as a director, officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise, against any expenses, including attorneys' fees, actually and reasonably incurred by him in connection with the defense or settlement of such action or suit, including any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, except that such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under Paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a director or officer seeks indemnification were properly incurred and that such director or officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion; or (2) if such quorum is not obtainable by the shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding; or (3) if such quorum is not obtainable by either the Board of Directors or shareholders, by independent legal counsel in a written opinion. In the event such determination is made by independent legal counsel, the written opinion of counsel shall be submitted to the Board of Directors and be incorporated into the minutes prior to the indemnification.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of Subparagraph (a)(1) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in Subparagraph (a)(1) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this paragraph. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the Corporation elects to assume the defense of any such person and retain such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests as between the Corporation and such person, or conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by such counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such

additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this Paragraph.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.


ARTICLE XII 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 XIII 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.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 26th day of September, 2018.




MITCHELL L. McELROY
Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

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

McELROY MANAGEMENT, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated Mitchell L. McElroy, 1516 Lake Road, Monticello, Florida 32344, as its initial registered office and is located at said address, as its initial Registered Agent.



MITCHELL L. McELROY
Incorporator

Dated this 26th day of September, 2018.

Having been named Registered Agent and 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.



MITCHELL L. McELROY

Dated this 26th day of September, 2018.