

P9500007534

Trevor Watson
P. O. Box 0672
Lake Mary, Fla. 32795-0672

Dec. 07, 1994

Secretary of State
State of Florida
The Capitol
Tallahassee, Fla. 32304

600001351476
-12/13/94--01048--018
****122.50 ****122.50

Re: Incorporation of Palm Valley, Inc.

Dear Sirs/Madam:

Enclosed kindly find the Articles of Incorporation for Palm Valley, Inc. and the filing fee of \$ 122.50.

If there are any further questions, please contact me at my mailing address listed above.

Sincerely,

T. Watson
Trevor Watson

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95 JAN 27 AM 10:49
TALLAHASSEE, FLORIDA

494-26660
1/30
P.O.



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 14, 1994

TREVOR WATSON
P.O. BOX 0672
LAKE MARY, FL 32795-0672

SUBJECT: PALM VALLEY, INC.
Ref. Number: W94000026660

COPY

We have received your document for PALM VALLEY, INC. and check(s) tot: \$122.50. However, the enclosed document has not been filed and is b- returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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 (904) 487-6934.

Loria Poole
Corporate Specialist

Letter Number: 094A00053118

Trevor Watson
P. O. Box 0672
Lake Mary, Fla. 32795-0672

Jan. 16, 1995

Florida Department of State
Divisions of Corporations
P. O. Box 6327
Tallahassee, Fla. 32314

Attn.: Loria Poole
Corporate Specialist

Re: Palm Valley, Inc.
W94000026660

Dear Ms. Poole:

Enclosed kindly find the corrected document for the Incorporation of Palm Valley.

As you requested the daytime phone number, where I can be reached is: (407) 333-0470.

Sincerely,

T. Watson

Trevor Watson

ARTICLES OF INCORPORATION
OF
PALM VALLEY, INC.

The undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following articles of incorporation:

1. The name of the corporation is: PALM VALLEY, INC.
2. The period of its duration is perpetual.
3. The purpose of the corporation is to engage in any activities or business permitted under the laws of the United States, State of Florida, and in such states as the corporation shall be authorized to do business.
4. The aggregate number of shares which the corporation shall have authority to issue is Five Hundred, all of one class, and having a par value of \$ 1.00 per share. The board of directors shall have authority to divide any or all of the classes of stock of this corporation into series and, within the limitations set forth under the laws of the United States, State of Florida and such state as the corporation shall be authorized to do business, as shall be appropriate, fix and determine the relative rights and preferences of the shares of any series so established. All shares are subject to the following restrictions:
 - A. Shareholders may dispose of their stock in this corporation, or encumber said stock, only under the conditions expressed herein.
 - B. Any shareholder desiring to encumber or dispose of his stock must obtain the written consent of each of the other shareholders and of this corporation.
 - C. In the absence of the obtaining of such written consent, the shareholder desiring to dispose of their stock certificates shall first offer to sell all of their stock to the corporation in accordance with the terms of this agreement and as regards any stock not purchased by the corporation then in turn the unsold stock shall be offered to all of the remaining shareholders to be purchased on a prorata basis if the shareholders cannot reach an agreement as to who shall purchase what amount of stock from the offering shareholder.
 1. The offering shareholder shall inform the corporation of their intention to sell by registered mail to the corporation at its registered agent's address and to each other shareholder.

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TALLAHASSEE, FLORIDA

2. Sale to the corporation or to any other shareholder shall take place within sixty (60) days of the date such receipt of said notice by the corporation and all other shareholders.

3. The purchase price for each share of stock shall be the book value per share on the last day of the month preceding the date of the mailing of the notice of intention to sell. The accountant for the corporation may pay said amount cash or, at the option of the corporation, execute a promissory note to pay said amount in monthly installments to be amortized over seven (7) years. It shall bear interest at the highest legal rate allowed under Florida Statutes. It shall provide for the right to repay without penalty, reasonable attorney's fees, court costs, discovery expenses, and aforesaid to be on both the trial level and all appellate levels. Payments are to be made the first of each month with a fifteen (15) day grace period.

4. Said promissory note shall be secured by the corporation executing any or more security agreements encumbering all or part of all the tangible and intangible personal property of the corporation, liens upon titles to vehicles and boats, and mortgages on land in a sufficient sum to guarantee said promissory note, but in no event shall the fair market value of the property encumbered exceed twice the face amount of said note.

5. The corporation has the right to decline to purchase part or all of the shareholder's stock. In the event the corporation declines to purchase all of the stock, then the offering shareholder shall offer that portion unsold to the remaining shareholders, to be purchased at the same price as above defined, on said basis. Purchase of said stock by other shareholders shall be on a cash basis unless otherwise agreed between the offering shareholder and the purchasing shareholder. All unsold shares of stock may be offered for sale and be purchased by non-shareholder after completion of all the requirements precedent contained in this agreement. If stock certificates are sold in violation of this agreement, then such purchasers shall not be made stockholders of record nor entitled to vote nor dividends nor any rights or privileges of this corporation.

6. The corporation shall within thirty (30) days after the date of receipt of said notice inform the offering shareholder of its intentions. Individual shareholders shall have forty-five (45) days after the date of receipt of said notice to inform shareholder of their intentions.

If the corporation or any shareholders shall exercise their rights under this agreement, then a closing of those rights shall take place within sixty (60) days of the receipt of said notice by the corporation and by each of the shareholders.

7. In the event of the death of any shareholder, his stock shall be purchased by the corporation or other shareholders in accordance with the above provisions. The requirements of these articles of incorporation shall be binding upon all shareholders, their personal representatives, heirs, successors and assigns.

D. The certificates of stock of this corporation shall bear the following endorsement on each share: "This share certificate is subject to a restriction against sale or encumbrance contained in the Articles of Incorporation. Said articles provide for restriction upon transfer of the stock and a copy of the Articles of Incorporation may be obtained from the secretary of the corporation."

E. A shareholder who desires to encumber their stock certificates may do so only after receiving consent by shareholders who represent not less than three-fourth (3/4) of the authorized and outstanding shares of the corporation or in lieu of receiving said consent said shareholder shall offer said stock for sale on the above terms and conditions.

5. The street address of its initial registered office is 4409 Old Winter Garden Road, Orlando, Fla. 32811; the principal and the registered office address are the same. The name of its initial registered agent at said address is Trevor WATSON who is a resident of this state.

6. This corporation shall have one (1) or more directors and same to be set from time to time by the board of directors in the by-laws of the corporation. The number of directors constituting the initial board of directors is one (1), and their names and addresses are as follows:

<u>Name</u>	<u>Address</u>
Trevor Sutherland	4409 Old Winter Garden Road Orlando, Fla. 32811

7. This corporation may operate with one (1) person holding all offices of the corporation and performing all duties of each office. There shall be a President, such Vice President as are necessary, one Secretary and one Treasurer. The names, addresses and titles of the initial officers of this organization shall be as follows, subject to confirmation at the organizational meeting of the initial board of directors:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Trevor Sutherland	4409 Old Winter Garden Rd. Orlando, Fla. 32811	President/ Secretary/ Treasurer

8. The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Trevor Watson	4409 Old Winter Garden Rd. Orlando, Fla. 32811

IN WITNESS WHEREOF, the undersigned incorporators have subscribed to these Articles of Incorporation at Orlando, Orange County, Florida. This 7th day of December 1994.

T. Watson
Trevor Watson

State of Florida,
County of Orange.

BEFORE ME, a Notary Public in and for the State of Florida at Large, personally appears TREVOR WATSON to me personally well known to be the person who executed the foregoing Articles of Incorporation of PALM VALLEY, and acknowledged before me that he executed the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of Orange, State of Florida, this 7th day of December 1994.

Notary Public, State of Florida

Beate Johnson

My Commission Expires: OFFICIAL SEAL



BEATE JOHNSON
My Commission Expires
April 4, 1997
Comm. No. CE 2736915

ACCEPTANCE OF APPOINTMENT AS
REGISTERED AGENT

I, Trevor Watson, a resident of Florida, have been nominated to be initial registered agent for PALM VALLEY, INC. and I hereby accept the appointment as initial registered agent.

Trevor Watson

T. Watson

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