

Marty's PARALEGAL PLACE  
The Bront Building  
17 S. Palafox Street STE 306 A  
Pensacola, Florida 32501  
Phone (904) 438-6663

January 26, 1995

Secretary of State  
Division of Corporations  
P.O. Box 1377  
Tallahassee, Florida 32301

RE: Articles of Incorporation

RECEIVED  
JAN 26 1995  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*20.00 \*\*\*\*\*20.00

Greetings:

Enclosed please find the original Articles of Incorporation on  
SHO-NUFF! INC.. A check in the amount of \$ 70.00 made out to the  
Secretary of State is attached.

Please return all information and corporate number to the this  
office.

Sincerely,

Marty Foster

TALLAHASSEE, FLORIDA

95 FEB -2 AM 8:16

FILED

ARTICLES OF INCORPORATION

SHO-NUFF! INC.

STATE OF FLORIDA

BE IT KNOWN that on this 16th day of January, 1995, before me, the undersigned Notary Public, personally appeared:

DeWITT HARDEN

Subscriber(s) hereto, of the full age of majority who declared to me, in the presence of the undersigned competent witnesses, that availing himself of the provisions of the Florida corporations Law that he does organize himself, his successors, and assigns, into a corporation in pursuance of that law, under, and in accordance with, the following Articles of Incorporation:

ARTICLE I

The name of the corporation is:

SHO-NUFF! INC.  
2523 Salamanca  
Navarre, FL 32566

ARTICLE II

The objects and purposes for which this corporation is organized and the nature of the business to be carried on by it are stated and declared to be as follows:

To enter into any business lawful under the laws of the State of Florida, either for its own account, or for the account of another, as agent, and either as agent of principal, to enter upon or engage in any kind of business of any nature whatsoever, in which corporations organized under Florida Business Corporations may engage; and to the extent not prohibited by thereby, to enter upon and engage in any kind of business of any nature whatsoever, in any state of the United States of America, any foreign nation and any territory of any country to the extent permitted by the laws of such state, nation or territory.

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TALLAHASSEE, FLORIDA

### ARTICLE III

The duration of this corporation shall be in perpetuity or such maximum period as may be authorized by the laws of the State of Florida.

### ARTICLE IV

The total authorized capital stock of this corporation is 7,500 shares of no par value stock.

Shareholders shall have preemptive rights.

### ARTICLE V

The amount of paid-in capital with which this corporation shall begin business is \$ 100.00, which has been paid.

### ARTICLE VI

Unless and until otherwise provided for in the by-laws, all of the corporate powers of this corporation shall be vested in, and all of the business affairs of this corporation shall be managed by directors. The number of directors may be increased or decreased within the limits above provided by a majority vote of the Board of Directors.

The Board of Directors shall have the authority to make and alter by-laws, including the right to fix the qualifications, classifications, or terms of office, or fixing or increasing the compensation of members of the Board of Directors, subject to the powers of the stockholders to change or repeal the by-laws so made.

The Board of Directors shall further have authority to exercise all such powers and to do all such other lawful acts unless prohibited from doing so by applicable laws. the Articles of Incorporation, or the By-Laws of the Corporation.

The general annual meeting of the shareholders for the election of directors shall be held at the registered office of the corporation, unless and until otherwise provided in the by-laws, and shall take place on the first day of June in each following year, if that day is not a legal holiday; if that day is a legal holiday, the meeting will be held on the first business day thereafter, beginning one year from the date of incorporation, unless and until otherwise provided in the by-laws.

The number, classification, qualification, term of office, manner of election, time and place of meeting, whether within or outside the State of Florida, and the powers and duties of the directors, may be from time to time fixed, changed, increased or decreased by the by-laws.

Until otherwise provided in the by-laws, any director absent from a meeting may be represented by any other person, whether or not he is a director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special of the absent director, filed with the Secretary of the corporation at least 24 hours prior to the meeting unless a longer or shorter period be provided in the by-laws.

Upon the written request of stockholders holding fifty-one percent (51%) of the voting stock of this corporation issued and outstanding, any member of the Board of Directors of this corporation may be replaced by another person designated by such stockholders in writing at any time, whether or not his term of office shall have expired.

#### ARTICLE VII

The name and address of the incorporator are as follows:

DeWITT HARDEN  
2523 Salamanca  
Navarre, FL 32566

#### ARTICLE VIII

The corporation may purchase or redeem its own shares in the manner and on the conditions permitted and provided in the Florida Business Corporation law or other applicable law, and as may be authorized by the Board of Directors. Shares so purchased shall be considered treasury shares, and may be reissued and disposed of as authorized by law, or may be canceled and the capital stock reduced, as the Board of Directors may, from time to time, determine in accordance with law.

#### ARTICLE IX

The Board of Directors shall have such power and authority with respect to capital, surplus, dividends, including allocation, increases, reductions, utilizations, distributions and payments, as is permitted by and provided for in the Florida Business Corporation Act and other applicable law.

#### ARTICLE X

Any amendment for which a larger vote is not specifically made mandatory by the Florida Business Corporations Law or other applicable law may be made upon the majority vote or written consent of the shareholders entitled to vote under these articles, including an increase or reduction of capital stock.

#### ARTICLE XI

No stock of this corporation shall be transferred unless the stock shall have been first offered for sale to the corporation, and if the corporation shall fail or refuse to accept the offer, to each of the shareholders of the corporation. The offeree shall have an option to purchase the stock to be transferred at the following price: at the same price and on the same terms and conditions as the offeror shall have offered the stock to a third person at arms length, acting in good faith. The offer shall be in writing and shall set forth the price and terms on which the stock is offered. It shall be sent by registered mail to the President and Secretary of the corporation and to each shareholder at the address listed in the corporate books. The right to transfer stock shall not exist until the corporation and all existing stockholders either refuse in writing, or until they fail for a period of ninety (90) days after receipt of the written offer to accept it by formalities and procedures in the by-laws of the corporation.

Should the corporation be unable or unwilling for and reason to exercise its option as granted above, the option may be exercised by the shareholders as desired to exercise it, in proportions in which these shareholders hold stock in the corporation.

After the expiration of the option period, no transfer at a price less than has been offered to the corporation and the other shareholders, or on terms or conditions varying from those stated in the letter notifying the corporation and the shareholders of a proposal to transfer, shall be valid, until the rights shall have been offered to the corporation and the shareholders to purchase the stock proposed to be transferred at the precise price and on the precise terms and conditions which were offered to or by the shareholder who proposes to transfer his stock.

The shareholders in this corporation may make agreements, either in the by-laws or by a shareholder's agreement, between themselves relative to the purchase, among themselves, of the stock of the corporation in the event of the death, insanity, retirement, or disability of any shareholder, and also in the event of a transfer of stock by donation to a shareholder's spouse or linear descendants. A copy of any such agreement shall be filed with the

Secretary of the corporation, and the provisions of any such agreement shall be binding upon the persons who are parties to it and their respective heirs, representatives, legatees, executors and assigns.

Except as to a transfer on death or a gift of the stock or a shareholder to his spouse or linear descendant(s) (which shall be controlled if at all by the by-laws or a shareholder agreement, no sale, mortgage, pledge, conveyance, transfer, seizure, donation, value under legal process or attachment, or by virtue of any pledge or hypothecation, and any other disposal of shareholders interest in the shares shall have any effect as it relates to the corporation or its shareholders, nor shall it be valid in any manner until the option period provided for above shall have expired.

#### ARTICLE XII

Seven-thousand five hundred (7,500) shares of the stock of this corporation have been subscribed to by the incorporators hereof, pursuant to a plan to be adopted by the Board of Directors at its first meeting to issue stock in accordance with the provisions of § 1244 of the Internal Revenue Code of 1954 as amended.

THUS DONE AND SIGNED, at the office of corporation in the city of Pensacola, County of Escambia, State of Florida, on the day, month and year set forth above, in the presence of the undersigned competent witnesses and me, Notary, after due reading of the whole.

Witnesses:

Barbara Katsouras

DeWitt Harden  
DEWITT HARDEN

Nancy H. T. Hargrave

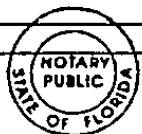
Sworn to and subscribed before me by DEWITT HARDEN on this the 16th day of January, 1995. Identified to me in the following manner: AL 225523174

Karen Monti KAREN MONTI

NOTARY PUBLIC (PLEASE PRINT NAME)

My Commission Expires: \_\_\_\_\_

My Commission No.: \_\_\_\_\_



KAREN MONTI

My Comm Exp. 5-4-08

Bonded By Service Inc

No. CC277658

☐ Personally Known

☒ Other L.D. See Affidavit

**DESIGNATION OF REGISTERED AGENT  
AND REGISTERED OFFICE AND ACCEPTANCE**

The Corporation designated as its registered office  
9277 Eagle Nest Drive, Navarre, FL 32566, and further  
designated as its registered agent SCOTT E. FOSTER,  
who hereby accepts the appointment as is indicated by the signature  
affixed hereto below.

Signed this 19<sup>th</sup> day of January, 1995.

  
\_\_\_\_\_  
SCOTT E. FOSTER  
REGISTERED AGENT

**FILED**  
95 FEB -2 AM 8:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA