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C. CLAYTON JOHNSON CO.

A LEGAL PROFESSIONAL ASSOCIATION

400 BANK ONE PLAZA

P. O. BOX 1505

PORTSMOUTH, OHIO 45862

614/354-4200

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C. CLAYTON JOHNSON
STEPHEN L. OLIVER

ROBERT K. McCURDY
OF COUNSEL

February 6, 1995

FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

800001398928
-02/08/95--01025--003
****131.25 ****131.25

Re: McNational Land Co.
Our File No: J94-9989

Dear Sirs:

Enclosed is an original and two copies of Articles of Incorporation for the above-named corporation for filing in your office, along with our check in the amount of \$131.25 which represents the filing, certified copy and certificate fees.

After processing, please return the certified copy of the Articles and the Certificate to the undersigned.

Thank you for your assistance.

Sincerely yours,

C. CLAYTON JOHNSON CO.

By Stephen L. Oliver
Stephen L. Oliver

FILED
1995 FEB -6 PM 12:18
TALLAHASSEE, FLA.

SLO:acf

Enclosures

302 2/09/95
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ARTICLES OF INCORPORATION

-OF-

McNATIONAL LAND CO.

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE I
NAME**

The name of the corporation shall be McNational Land Co.

**ARTICLE II
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be Commerce Row, Suite 7, W.I., 227 Main Street, Destin, Florida 32450.

**ARTICLE III
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares.

**ARTICLE IV
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and address of the initial registered agent is:

Charles Douglas McGinnis
Commerce Row, Suite 7, W.I.
227 Main Street
Destin, Florida 32450

**ARTICLE V
INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

Charles Douglas McGinnis
Commerce Row, Suite 7, W.I.
227 Main Street
Destin, Florida 32450

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TALLAHASSEE, FLORIDA

ARTICLE VI

No holder of shares of the corporation shall have any pre-emptive right to subscribe for or to purchase any shares of the corporation whether such shares be now or hereafter authorized.

ARTICLE VII

The corporation shall have the right to purchase or sell any class of shares of the corporation, or hold and transfer its own shares of any class, from time to time, to such extent and in such manner and upon such terms as its Board of Directors shall determine, or in any other manner authorized by law, provided that no such purchase shall cause any impairment of its capital.

ARTICLE VIII

A Director or Officer of the company shall not be disqualified by his office from dealing or contracting with the company as a vendor, purchaser, employee, agent, or otherwise. No transaction or contract or act of the company shall be void or voidable or in any way affected or invalidated by reason of the fact that any director or officer of any firm of which any Director or Officer is a member, or any corporation of which any Director or Officer is a shareholder, director or trustee, or any trust of which any Director or Officer of the company is a trustee or beneficiary, is in any way interested in such transaction or contract or act. No Director or Officer shall be accountable or responsible to the company for or in respect to any transaction or contract or act of the company or for any gains or profits directly or indirectly realized by him by reason of the fact that he or any firm of which he is a member or any corporation of which he is a shareholder, director or trustee, or any trust of which he is a trustee or beneficiary, is interested in such transaction or contract or act; provided the fact that such director or officer of such firm or corporation or such trust is so interested shall have been disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction or act shall have been taken. Any Director may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall authorize or take action in respect to any such contract or transaction or act, and may vote to authorize, ratify, or approve any such contract or transaction or act, and any Officer of the company may take any action within the scope of his authority, respecting such contract or transaction or act, with like force and effect as if he or any firm of which he is a member, or any corporation of which he is a shareholder, director, or trustee, or any trust of which he is a trustee or beneficiary, were not interested in such transaction or contract or act. Without limiting or qualifying the foregoing, if in any judicial or other inquiry, suit, cause, or proceedings, the

question of whether a Director or Officer of the company has acted in good faith is material, and notwithstanding any statute or rule of law or of equity to the contrary (if there be any), his good faith shall be presumed, in the absence of proof to the contrary by clear and convincing evidence.

ARTICLE IX

Every person who has been or is presently or shall become a Director or Officer of this corporation and his heirs and legal representatives may be indemnified by the corporation against expenses and liabilities actually and necessarily incurred by him in connection with the defense of either (1) any action, suit, or proceeding to which he may be a party defendant or (2) any claim of liability asserted against him by reason of his being or having been a Director or Officer of the corporation. Without limitation, the term "expenses" includes any amount paid or agreed to be paid in satisfaction of a judgment or in settlement of a judgment or claim of liability other than any amount paid or agreed to be paid to the corporation itself. The corporation will not, however, indemnify any Director or Officer in respect to any matter as to which he shall be finally adjudged liable for negligence or misconduct in the performance of his duties as such Director or Officer, nor, in the case of a settlement, unless such settlement shall be found to be in the interest of the corporation by (1) the court having jurisdiction of the action, suit or proceeding against such Director or Officer or of a suit involving his right to indemnification, or (2) a majority of the Directors of the company then in office other than those involved in such matters (whether or not such majority constitutes a quorum), or, if there are not at least two Directors of the corporation then in office, other than those involved in such matter, by a majority of a committee (selected by the Board of Directors) of five or more disinterested persons who are not Directors or Officers, provided that such indemnity in case of a settlement shall not be allowed by such Directors or committee unless it is found by legal counsel that such settlement is reasonable in amount and in the interest of the company. The foregoing right of indemnification shall be in addition to all rights to which any such Director or Officer may be entitled as a matter of law.

Each person (including a Director or Officer of the corporation), who, at the request of the company, acts as a Director or Officer of any other corporation in which the corporation owns shares or of which it is a creditor, may, by action of the Board of Directors be indemnified by the corporation to the same extent that Directors and Officers of the corporation are indemnified by this Article IX.

ARTICLE X

This corporation may enter into an agreement with its

Shareholders limiting the right to buy, sell, transfer and assign shares of the capital stock of this corporation to the method provided in such agreement. Such agreement shall be in the form and contain the terms and conditions established or approved by the Board of Directors. Upon the execution of any such agreement, the Board of Directors shall thereupon cause all shares of the corporation, whether issued and outstanding or thereafter issued to bear an appropriate restrictive legend giving notice of the transfer restriction contained in any such agreement.

The undersigned incorporator has executed these Articles of Incorporation this 26th day of January, 1995.

McNATIONAL LAND CO.

By Charles Douglas McGinnis
Charles Douglas McGinnis
Incorporator

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: McNational Land Co.

2. The name and address of the registered agent and office is:

Charles Douglas McGinnis

(Name)

Commerce Row, Suite 7, W.I.
227 Main Street

(P.O. Box not acceptable)

Destin, Florida 32450

(City/State/Zip)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Charles Douglas McGinnis
(Signature)

Charles Douglas McGinnis

JAN 26 1995
(Date)