

095000011656

February 3, 1995

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

EFFECTIVE DATE  
2-3-95

RECEIVED  
FEB 03 1995  
TALLAHASSEE, FLORIDA

Gentlemen:

Enclosed please find the following:

1. Articles of Incorporation for:

WEST PORT-O-LETS, INC.  
258 Jenny Lane  
Yulee, Florida 32097

2. Incorporation fees in the amount of \$ 122.50.

We request that a certified copy of these Articles of Incorporation be returned to the above address.

Sincerely,

William F. West  
Incorporator

B. PER... FEB 11 1995

RECEIVED  
FEB 03 1995  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
2-3-95

ARTICLES OF INCORPORATION

OF

"WEST PORT-O-LETS, INC."

FILED

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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLE I

Name

Section 1.1. Name. The name of the corporation is WEST PORT-O-LETS, INC.

ARTICLE II

Duration

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

ARTICLE III

Nature of Business

Section 3.1. Nature of Business. The general nature of the business to be transacted by this corporation is:

To engage in any lawful act or activity for which corporations may be organized under the corporate laws of the State of Florida;

To do all and everything necessary and proper for the accomplishment of the objects necessary or incidental to the benefit and protection of the corporation;

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind, and description;

except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition;

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries;

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness as required;

To purchase the corporate assets of any other corporation and engage in the same or other character of business;

To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock;

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever;

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation;

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such options to officers, employees, directors and others as the board of directors may deem to be in the interest of the corporation;

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

## Article IV

### Capital Stock

Section 4.1. (n) Authorized Capital. The maximum number of shares of capital stock which this corporation is authorized to have outstanding at any one time shall be as follows:

- (i) One hundred (100) shares of voting common stock having a par value of \$1.00 per share.
- (b) Voting Common Stock. The shares of voting common stock shall have the following characteristics:
  - (i) Except as otherwise specifically provided herein, the holders of shares of the voting common stock shall have all the rights and privileges granted generally to the holders of the common stock of a corporation by the laws of the State of Florida and shall have the right to vote on all matters coming before meetings of the stockholders of the Corporation or otherwise required by applicable law to be presented to the Corporation's shareholders for a vote.
  - (ii) The holders of shares of voting common stock shall be entitled to one vote on matters presented to shareholders for each share of such stock held.
- (c) All Capital Stock. All of the shares of the Corporation's voting common stock shall have the following characteristics:
  - (i) No holder of any share of the voting common stock of the Corporation shall have any preemptive or preferential rights of subscription to any shares of stock of the Corporation of any kind, class or series, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold.
  - (ii) The Board of Directors shall have no right to call for redemption any portion of the voting common stock of the Corporation except in pursuance of a plan of complete liquidation; however, the Board of Directors may receive and accept offers to the Corporation by holders of voting common stock for redemption at such values and upon such terms and conditions as the Board of Directors and such offering shareholders shall mutually determine. In the event the Board of Directors shall agree with a shareholder to redeem any shares of voting stock of the Corporation, no other holder of shares of such stock not so redeemed shall have any right to demand that any of his shares of such stock also be redeemed.

- (iii) Upon any complete liquidation of the Corporation each holder of voting common stock shall be entitled to the distribution to said holder of the holder's allocable share of the assets of the corporation remaining after the satisfaction of all liabilities of the Corporation.

Section 4.2. Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Section 4.3. Approval of Shareholders Required for Merger.

The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

## ARTICLE V

### Principal and Initial Registered Office and Initial Resident Agent

Section 5.1. Office Address. The street address of the principal and initial registered office of this corporation and its mailing address is 258 Jenny Lane, Yulee, Florida 32097.

Section 5.2. Resident Agent. The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is William Franklin West.

## Article VI

### Directors

Section 6.1. Number. This corporation shall have one (1) director initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2. Initial Directors. The name of the member of the first board of directors of the corporation is William Franklin West. The mailing address is 258 Jenny Lane, Yulee, Florida 32097.

Section 6.3. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

Section 6.4. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### Article VII

##### Bylaws

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### Article VIII

##### Incorporator

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation is: William Franklin West, 258 Jenny Lane, Yulee, Florida 32097.

#### Article IX

##### Amendment

Section 9.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the Incorporator has executed these  
Articles this 3<sup>RD</sup> day of Feb, 1995.

STATE OF FLORIDA

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 3<sup>RD</sup> day of Feb, 1995, by William F. Ward, who is personally known to me or who has produced as identification and who did take an oath.

E. L. DeJournett Jr.  
NOTARY PUBLIC, STATE OF FLORIDA  
E. L. DeJournett Jr.  
(Type or Print Name)

E. L. DeJournett, Jr.  
My Comm. Exp. Mar. 25, 1998  
Comm. No CC 189053

My Commission expires:

Personally Known      or Produced Identification X  
Type of Identification Produced Florida License

FILED

95 FEB 7 PM 2 26

CLERK OF DISTRICT COURT  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND REGISTERED AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes, SS48.091 and 607.0501, the following is submitted:

**EST PORT-O-LETS, INC.**, desiring to organize or qualify under the laws of the State of Florida, hereby designates **William Franklin West** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be 258 Jenny Lane, Yulee, Florida 32097.

William Franklin West

BY :

William F West  
Feb 3 1995

DATED:

Feb 3 1995

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes S607.0505 and other relative to proper and complete performance of my duties.

William F West

DATED:

Feb 3<sup>rd</sup> 1995