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TALLAHASSEE, FLORIDA

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-03/20/95 --01001--003
***122.50 ***122.50

CORPORATION NAME(S) & DOCUMENT NUMBER(S) (if known):

1. Cornerstone Management Group, Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

RUSH

☒ Walk in ☐ Pick up time _____

☒ Certified Copy

☐ Mail out ☐ Will wait ☐ Photocopy

☐ Certificate of Status

☐ CERTIFICATE OF GOOD STANDING

☐ ARTICLES ONLY
☐ ALL CHARTER DOCS

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**HOLD FOR
PICKUP BY
UCC SERVICES**

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 1, 1995

MARY LOU MADDOX
SAMUEL T. ADAMS, ESQ.
810 W. BEACH DR.
PANAMA CITY, FL 32401

FILED
1995 MAR 17 AM 9 59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The name CORNERSTONE MANAGEMENT GROUP, INC. has been reserved for 120 days beginning March 1, 1995. The reservation number is R95000000886 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Tammy Hampton

Letter number: 995A00009229

**ARTICLES OF INCORPORATION
OF
CORNERSTONE MANAGEMENT GROUP, INC.**

FILED
MAR 17 1959
SECRETARY OF STATE
TALLAHASSEE, FLA.

THE UNDERSIGNED Subscribers to these Articles of Incorporation, who are natural persons competent to contract, hereby form a corporation for profit under the laws of the State of Florida; and further agree to the following conditions of said Corporation.

ARTICLE I: NAME

The name of the Corporation is:

Cornerstone Management Group, Inc.

ARTICLE II: NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation is to do all things which natural persons and lawful entities might or could lawfully do in the premises and to transact any lawful business for which corporations may be incorporated under the laws of Florida.

ARTICLE III: CAPITAL STOCK

The authorized capital stock of this Corporation is five thousand shares of common stock, each share having a par value of one dollar.

ARTICLE IV: STOCK TRANSFER RESTRICTION

No stockholder may sell, assign, pledge, encumber, transfer or otherwise dispose, either voluntarily or involuntarily, of any of the shares of the Corporation without first offering such shares

for sale to the other stockholders of the Corporation at a price which is the lesser of the price determined by the methods set forth in (a) or (b) below:

(a) A price per share periodically determined and established by a majority of the shares entitled to vote at the annual meeting or any special meeting of the stockholders; which price shall initially be the sum of \$10.00 per share; or

(b) The price at which the subject shares are offered for sale under a bona fide to any person or entity other than the remaining stockholders of the Corporation.

Said stock valuation, or the method of determining same, may be changed or adjusted periodically by unanimous agreement of the stockholders. In respect to any such offers of sale made by a stockholder, each of the other stockholders shall have the right to purchase an equal portion of the shares offered for sale on a per capita basis. If any stockholder declines such per capita portion of the stock offered for sale, any remaining stockholders of the Corporation who wish to purchase said portion shall have the right to do so in equal shares on a per capita basis. The Corporation shall have the right to purchase any shares offered for sale which are not purchased by the individual stockholders, and such sale to the Corporation shall be upon the same terms and conditions as the offering to the individual stockholders.

The valuation determined under subparagraph above shall be entered in the minutes of the annual or special meeting at which such valuation is determined, to be kept on file in the records of the Corporation; and such valuation shall be conclusive until

changed by mutual and unanimous agreement of the stockholders, and shall be binding upon the stockholders, their heirs, assigns and personal representatives.

Any offer of sale of corporate stock shall be in writing signed by the stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the individual stockholders, or in the alternative, by the Corporation, for a period of thirty days of the date of mailing. The Corporation shall assure that all stockholders receive timely notice of all such offers of sale. If the individual stockholders or the Corporation fail or refuse within such period to make satisfactory arrangements for the purchase of such shares, at a price determined by the method set forth above, the selling stockholder shall have the right to dispose of the subject shares as the stockholder may see fit. The selling stockholder may elect to receive the purchase price of the shares in such manner as to qualify for installment method treatment under Section 453 of the Internal Revenue Code. However, any promissory notes given to evidence such installment indebtedness shall not be secured by a lien on the stock of the Corporation and shall not bear interest in excess of ten percent per annum.

In the event of the death of any stockholder, the remaining stockholders or, in the alternative, the Corporation, shall have the right to purchase all shares owned by such decedent stockholder at his death in accordance with the terms and conditions set forth above, and this provision shall be binding upon the heirs,

devisees, personal representatives and assignees of each stockholder. If the personal representative of any deceased stockholder obtains an extension of time for paying estate tax under Section 6161 of the Internal Revenue Code, the remaining stockholders who purchase the decedent's stock under the provisions hereof shall be entitled to pay the purchase price of the stock to the personal representative over the period of time allowed for payment of the said estate taxes, with interest not to exceed ten percent per annum on the unpaid balance remaining from time to time, but only in such manner as will be consistent with payment of the estate taxes within the time prescribed by the Secretary of the Treasury.

ARTICLE V: INITIAL CAPITAL

The initial capital of said Corporation is five thousand dollars (\$5000.00).

ARTICLE VI: TERM OF EXISTENCE

This Corporation shall have perpetual existence unless dissolved by action of law.

ARTICLE VII: ADDRESS

The initial post office address of this Corporation in the State of Florida is: 13006 Front Beach Road, Panama City Beach, Florida 32407.

ARTICLE VIII: DIRECTORS

This Corporation shall have not less than two Directors initially. The number of Directors may be increased or decreased from time to time as the Stockholders desire, in accordance with

By-laws hereof, but at not time shall there be a number less than one.

ARTICLE IX: INITIAL DIRECTORS AND OFFICERS

The names and post office addresses of the first Board of Directors and officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Steven O. Garrard	2347 Rocky Ridge Rd. Birmingham, AL 35216	Director	President
Fred Randal Brown	17611 Front Beach Rd. Apt. 9-C Panama City Beach, FL 32407	Director	Secretary- Treasurer

ARTICLE X: SUBSCRIBERS

The names and post office addresses of each Subscriber to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
Steven O. Garrard	2347 Rock Ridge Rd. Birmingham, AL 35216	2550	2,550.00
Fred Randal Brown	17611 Front Beach Rd. Panama City Beach, FL 32407	2450	2,450.00

ARTICLE XI: REGISTERED AGENT

The Registered Agent is:

Fred Randal Brown
17611 Front Beach Road, Apt. 9-C,
Panama City Beach, Florida 32407.

ARTICLE XII: AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders meeting by a majority of the Stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 10th day of March, 1995.

Steven O. Garrard
Steven O. Garrard

Fred Randal Brown
Fred Randal Brown

STATE OF FLORIDA
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgements, personally appeared Steven O. Garrard and Fred Randal Brown, who are personally known to me or who have produced the identification specified below, who acknowledged to and before me that they are the persons who executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State aforesaid this 10th day of March, 1995.

AS TO STEVEN O. GARRARD:

To me personally known
X Identified by Driver License 59228510
Issued by Tennessee

AS TO FRED RANDAL BROWN

 To me personally known
 X Identified by Driver License 2649813
Issued by Alabama

Mary Lou Maddox
Notary Public, State of Florida

Printed Name:
My Commission Expires:
Commission Number:

Mary Lou Maddox
CP 401157 8/29/98
CP 401157



MARY LOU MADDOX
COMMISSION # CC401157 EXPIRES
AUGUST 24, 1998
BONDED THIRD PARTY LIABILITY INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

Cornerstone Management Group, Inc., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at Panama City, County of Bay, State of Florida, has named Fred Randal Brown, 17611 Front Beach Road, Apartment 9-C, City of Panama City Beach, County of Bay, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-stated Corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

BY:

Fred Randal Brown

Fred Randal Brown
Registered Agent

FILED
MAR 17 AM 9:09
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

#P95000022156

is missing.

Will be filmed

When RECEIVED.

3/31/95 CORPORATE DETAIL RECORD SCREEN
NUM: P95000022156 ST:FL ACTIVE/FL PROFIT FLD: 03/17/1995
NAME : CORNERSTONE MANAGEMENT GROUP, INC.
PRINCIPAL: 13006 FRONT BEACH ROAD
ADDRESS PANANA BEACH, FL 32407
RA NAME : BROWN, FRED R
RA ADDR : 17611 FRONT BEACH ROAD APT 9-C
PANANA CITY BEACH, FL 32407 US
ANN REP : * NONE FILED *

9:41 AM

1. MENU, 3. OFFICERS

ENTER SELECTION AND CR: