

**P95000024318**

**Richard E. Jesmonth**  
Attorney At Law

913 Gulf Breeze Parkway  
Unit 6  
Gulf Breeze, FL 32561

Telephone: (904) 934-1889  
Fax: (904) 934-0403

March 24, 1995

State of Florida  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: Gateway House, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed in place of the same forwarded to you February 16, 1995, entitled Gateway Company, Inc., whose name is not available. You have retained our check #2554, in the amount of \$122.50 for this purpose.

I can be reached at the above number with any questions.  
Thank you.

Sincerely yours,

*Cindee Bush*

Cindee Bush  
Legal Assistant to  
RICHARD E. JESMONTH

/cab

Enclosure

FILED  
55 MAR 27 PM 11:12  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

W95-3977  
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3/27

**Richard E. Jesmonth**

Attorney At Law

913 Gulf Breeze Parkway  
Unit 6  
Gulf Breeze, FL 32561

Telephone: (904) 934-1889

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February 16, 1995

State of Florida  
Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

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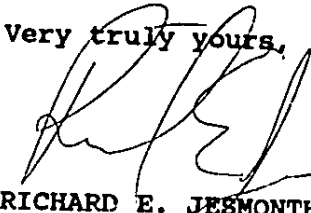
Re: Gateway Company, Inc.

Dear Sir or Madam:

Enclosed please find the original and one copy of the Articles of Incorporation to be filed in regard to the above-referenced corporation along with a check in the amount of \$122.50 representing the filing fee. Please return a certified copy of the Articles to me at the above listed address.


Thank you for your attention in this matter.

Very truly yours,

  
RICHARD E. JESMONTH

REJ\cab

Enclosures

*Handwritten notes:*  
00672  
00671  
2/21/95  
015-3977  




FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 21, 1995

RICHARD E. JESMONTH  
913 GULF BREEZE PARKWAY UNIT 6  
GULF BREEZE, FL 32561

SUBJECT: GATEWAY COMPANY, INC.  
Ref. Number: W95000003977

We have received your document for GATEWAY COMPANY, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 995A00007860

**ARTICLES OF INCORPORATION  
OF  
GATEWAY HOUSE, INC.**

FILED  
95 MAR 27 PM 11:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned Incorporator files these Articles of Incorporation in order to form a corporation under the Florida General Corporation Act.

**ARTICLE I  
CORPORATE NAME**

The name of this corporation shall be Gateway House, Inc.

**ARTICLE II  
NATURE OF BUSINESS AND POWERS**

The general nature of the business to be transacted by this corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III  
TERM OF EXISTENCE**

This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE IV  
CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any shares or securities of the corporation convertible into or carrying a right to subscribe to shares of this corporation of the same kind, class, or series as that which he holds, shall have the right to purchase his pro rata share at the price at which it is offered to others.

**ARTICLE VI**  
**REGISTERED OFFICE AND INITIAL**  
**REGISTERED AGENT**

The Registered Agent and the street address of the initial Registered Office of this corporation in the State of Florida shall be Bruce E. McAlpin, 900 E. Moreno Street, Pensacola, Florida 32503. The principal address and the Registered Office address of this corporation in the State of Florida shall be the same.

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida. The mailing address shall be the same as the Registered Office.

**ARTICLE VII**  
**BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time per the By-Laws adopted by the stockholders, but shall never be less than one.

**ARTICLE VIII**  
**INITIAL DIRECTORS**

The names of the initial directors of this corporation and their street addresses are:

Bruce E. McAlpin	900 E. Moreno Street Pensacola, Florida 32503
Fred C. McAlpin	1704 Osceola Blvd. Pensacola, Florida 32503.

The persons named as initial directors shall hold office for the first year of existence of this corporation or until their successors are elected or appointed and have qualified, whichever occurs first.

**ARTICLE IX**  
**RESTRICTIONS ON TRANSFER OF STOCK**

The corporation and, subject to the priority of the corporation, the remaining stockholders of the corporation shall have a preference in the purchase of any shares of the capital stock of the corporation and any attempted sale of such shares of stock in violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the

corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this Article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this Article. Neither the corporation, nor the remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

#### **ARTICLE X** **INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

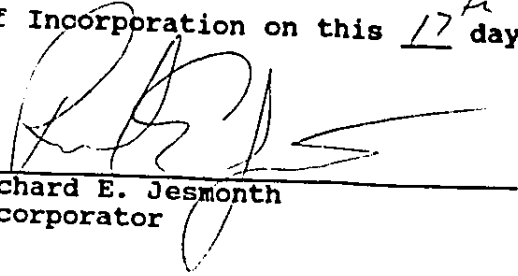
**ARTICLE XI**  
**INCORPORATION**

The name and street address of the Incorporator of this corporation is: Richard E. Jesmonth, 913 Gulf Breeze Parkway, Unit #6, Gulf Breeze, Florida 32561.

**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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on this 17<sup>th</sup> day of March, 1995.

  
\_\_\_\_\_  
Richard E. Jesmonth  
Incorporator



STATE OF FLORIDA )

COUNTY OF SANTA ROSA )

FILED  
MAR 27 PM 12  
TALLAHASSEE  
FLORIDA

BEFORE ME, a Notary Public, did personally appear Richard E. Jesmonth, known to be the person described as Incorporator and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to these Articles of Incorporation on the 22 day of March, 1995.

(SEAL)  
NOTARY PUBLIC STATE OF FLORIDA  
CYNTHIA ANNE BUSH  
MY COMMISSION EXPIRES 5-4-97  
COMMISSION # CC283156

Cynthia Anne Bush  
Notary Public  
Cynthia Anne Bush  
Commission No.: 283156  
My Commission Expires: 5/4 '97

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for Gateway Company, Inc., at the place designated in the Articles of Incorporation, Bruce E. McAlpin agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: March 22, 1995

Bruce E. McAlpin  
Bruce E. McAlpin