

P95000025850

Document Number Only

FILED

95 MAR 31 1995

SECRET  
MILLER

C T CORPORATION SYSTEM  
Requestor's Name  
1311 Executive Center Drive, Ste. 200  
Address  
Tallahassee, FL 32301 (904) 656-0290  
City State Zip Phone

13111001144511181  
03/31/95-01057-016  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

CORPORATION(S) NAME

Hampton Ranch Limited, Inc.

☒ Profit - Articles  
☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Restatement

☐ Reservation

☐ Change of H.A.

☐ Certified Copy

☐ Photo Copies

☐ Fictitious Name

☐ Call When Ready

☐ Call if Problem

☐ CUS / O/S

☒ Walk In

☐ Will Wait

☐ After 4:30

☐ Mail Out

☒ Pick Up

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verlier

3/31/95  
3:00

PLEASE RETURN EXTRA COPY(S)  
FILE STAMPED

NANCY HENDRICKS MAR 31 1995

CH2E031 (1.00)

STATE OF FLORIDA  
ARTICLES OF INCORPORATION  
OF

HAMPTON RANCH LIMITED, INC.

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FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: Hampton Ranch Limited, Inc.

SECOND: THE STREET ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS:

3125 Thornhill Road, Winter Haven, Florida 33880

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000

\*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

_____	_____
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
_____	_____	_____	_____
_____	_____	_____	_____

\*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(\*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

<u>SERIES</u>	<u>RELATIVE RIGHTS</u>	<u>PREFERENCES</u>

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

The Corporation shall not have preemptive rights.

SEVENTH: PROVISIONS FOR THE REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

Provisions for the regulations of the internal affairs of the Corporation are located within the by-laws of the Corporation.

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 3125 THORNHILL ROAD, WINTER HAVEN, FLORIDA 33880,  
\_\_\_\_\_, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS LYNN HAMPTON

\*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS two, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE: Lynn Hampton, 3125 Thornhill Road, Winter Haven, Florida 33880  
Leigh Hampton, 3125 Thornhill Road, Winter Haven, Florida 33880

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Tara M. Anderson  
Neal Gerber & Eisenberg  
Two North La Salle Street, Suite 2200  
Chicago, Illinois 60602

Lynn Hampton  
3125 Thornhill Rd.  
Winter Haven, Florida 33880

Leigh Hampton  
3125 Thornhill Rd., Winter Haven, FL 33880

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS Twenty-fifth DAY OF February, 19 95.

Tara M. Anderson  
SIGNATURE/TITLE

Leigh Hampton  
SIGNATURE/TITLE

Lynn Hampton  
SIGNATURE/TITLE

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION  
607.0501 (3) F.S.: Lynn Hampton IS FAMILIAR WITH AND  
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

DATED February 25, 19 95.

BY Lynn Hampton

Lynn Hampton  
(TYPE NAME OF OFFICER)

President  
(TITLE OF OFFICER)

P95000025850

RONALD L. CLARK  
TIMOTHY F. CAMPBELL  
BERNARD H. GENTHY  
DANIEL MEDINA, LL.M.

LAW OFFICES  
CLARK & CAMPBELL, P.A.  
PROFESSIONAL ASSOCIATION  
4740 CLEVELAND HEIGHTS BOULEVARD  
POST OFFICE BOX 8888  
LAKELAND, FLORIDA 33807-8888  
(841) 847-8337  
FAX NO. (841) 847-8012

OF COUNSEL  
GEORGE A. BODE  
REGISTERED PATENT ATTORNEY  
ADMITTED IN FLORIDA, LOUISIANA  
AND NEW JERSEY

October 17, 1996

Department of State  
Division of Corporations  
409 East Gaines Street  
Post Office Box 6327  
Tallahassee, FL 32399

Re: Hampton Ranch Limited, Inc.

700001986877--0  
-10/28/96--01032--015  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Dear Sir or Madam:

Enclosed for filing are the Articles of Amendment for Hampton Ranch Limited, Inc. and a check made payable to you in the amount of \$35.00 for your fees. Please file the original and return a copy to me in the enclosed envelope.

Please let us know if anything further is required.

Sincerely,

*Daniel Medina*

Daniel Medina

enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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KCG11-15

10-30



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

October 30, 1996

**DANIEL MEDINA**  
**CLARK & CAMPBELL, P.A.**  
**PO BOX 6559**  
**LAKELAND, FL 33807-6559**

**SUBJECT: HAMPTON RANCH LIMITED, INC.**  
**Ref. Number: P95000025850**

We have received your document for HAMPTON RANCH LIMITED, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

The document must be signed by the chairman, any vice chairman of the board of directors, its president, or another of its officers.

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) 487-6880.

**Karen Gibson**  
**Corporate Specialist**

**Letter Number: 596A00049927**

**RECEIVED**  
**96 NOV 12 AM 8:49**  
**DIVISION OF CORPORATIONS**

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
HAMPTON RANCH LIMITED, INC.**

The undersigned President of Hampton Ranch Limited, Inc. files these Amended and Restated Articles of Incorporation.

**ARTICLE I. NAME**

The name of this corporation shall henceforth be:

**HAMPTON RANCH, INC.**

**ARTICLE II. PERMITTED BUSINESSES  
AND ACTIVITIES**

The general nature of the business to be transacted by this corporation is to engage in every aspect and phase of the business of farming and ranching and to engage in every aspect and phase of related business.

This corporation may engage in every phase of any and all activities or businesses permitted by the laws of the United States and the State of Florida or any other state, territory, district or possession of the United States and all such activities or businesses as may be permitted in any foreign country. Without limiting the generality of the foregoing, the corporation shall have power to:

(a) Conduct business, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property,

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

and buy, hold, mortgage, sell, convey or otherwise dispose of franchises in this state and in any of the several states, territories, possessions and dependencies of the United States, the District of Columbia and in foreign countries.

(b) Purchase the corporate assets of any other corporation and engage in the same character of business.

(c) Acquire, enjoy, utilize and dispose of patents, copyrights and trademarks and any licenses or other rights or interests thereunder or therein.

(d) Take, hold, sell and convey such property as may be necessary in order to obtain or secure payment of any indebtedness or liability to it.

(e) Guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or other evidences of indebtedness created by any other corporation of this state 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.

(f) Purchase, hold, sell and transfer shares of its own capital stock from the surplus of its assets over its liabilities, including capital. Shares of its own capital stock, owned by this corporation, shall not be voted directly or indirectly or counted as outstanding for the purpose of any shareholders' quorum or vote.

(g) Contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such



mortgages, transfers of corporate property or other instruments, to secure the payment of corporate indebtedness as required.

(h) Make gifts for educational, scientific or charitable purposes.

(i) Indemnify any person made a party, or threatened to be made a party, to any threatened, pending or completed action, suit or proceeding against liability for their good faith acts and omissions to the extent provided by law.

(j) Purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the corporation would have the power to indemnify him against such liability under the provisions of subsection (i) of hereof.

(k) Enter into general partnership, limited partnerships (whether the corporation be a limited or general partner), joint ventures, syndicates, pools, associations and other arrangements for carrying on one or more of the purposes set forth in this certificate of incorporation, jointly or in common with others; so long as the participating corporation, person or association would have power to do so alone.

The foregoing clauses are both purposes and powers, and the foregoing enumeration of specific powers does not limit or restrict in any manner the powers of the corporation.

### ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1,000 shares of common stock, having a par value of \$1.00 per share. The consideration to be paid for each share shall be as fixed by the Board of Directors and may take the form of services rendered, cash, property or any other form with a value, in the judgment of the directors, equivalent to or greater than the full par value of the shares.

### ARTICLE IV. TERM OF EXISTENCE

The corporation is to exist perpetually, beginning with the filing of these Articles of Incorporation with the Secretary of State of the State of Florida.

### ARTICLE V. INITIAL REGISTERED OFFICE AND AGENT

The street address of the registered office of the corporation in the State of Florida is 3125 Thornhill Road, Winter Haven, Florida, and the name of the corporation's registered agent at that address is Lynn Hampton. The Board of Directors may from time to time move the registered office to any other address in Florida.

### ARTICLE VI. DIRECTORS

This corporation shall have at all times at least 1 director. The number of directors may be increased or diminished from time to time, as provided in the bylaws.

#### ARTICLE VII. DIRECTORS' POWERS

The Board of Directors shall have the power to fix or change salaries of the directors as directors and as officers, to permit contracts or other transactions between the corporation and one or more of its directors individually or businesses in which one or more of its directors are interested, and to exercise such other powers of the corporation as are not inconsistent with these Articles or with any bylaws that may be adopted by the shareholders.

Without limiting the generality of the foregoing, no contract or other transaction between this corporation and one or more of its directors, or between this corporation and any other firm of which one or more of its directors are members or employees, or in which they are interested, or between this corporation and any corporation, association or other enterprise of which one or more of its directors are shareholders, members, directors, officers or employees or in which they are interested, shall be deemed to be invalid because of the presence of such director or directors at the meeting of the Board of Directors of this corporation, which acts upon, or in reference to, such contract or transaction, or because of his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve and ratify such contract or

transaction by a vote of a majority of the directors (such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote). This paragraph shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common or statutory law applicable thereto.

#### ARTICLE VIII. ORIGINAL DIRECTORS

The name and street address of each member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
Lynn Hampton	3125 Thornhill Road, Winter Haven, Florida

Members of the Board of Directors shall serve until their successors are elected or appointed and have qualified.

#### ARTICLE IX. AMENDMENTS

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by law; and all rights conferred on shareholders herein are granted and subject to this reservation. These Articles may be amended prior to the issuance of the stock of this corporation by the unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and

approved at a shareholders' meeting by a majority of the stock entitled to vote thereon or in such other manner as may be provided by law.

#### ARTICLE X. ACTION OF SHAREHOLDERS WITHOUT MEETING

No action of the shareholders may be taken without a meeting unless a consent in writing, setting forth the action so taken, shall be signed by all of the shareholders of the corporation and filed with the secretary of the corporation as part of the corporate records. It is not necessary that all shareholders sign the same document.

These Amended and Restated Articles of Incorporation were approved by the unanimous consent of the Board of Directors and of all the Shareholders entitled to vote.

These Amended and Restated Articles of Incorporation were adopted on October 14, 1996.



LYNN HAMPTON, President and  
Chairman of the Board

STATE OF FLORIDA  
COUNTY OF POLK

I hereby certify that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared LYNN HAMPTON, to me known to be the person described as incorporator in and who executed the foregoing Articles of Incorporation, and acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 7 day of November, 1996.

My Commission Expires:

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*Daniel Medina*  
Notary Public

