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April 11, 1995

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State of Florida
Department of State
Corporate Division
Post Office Box 6327
Tallahassee, Florida 32314

Re: DOUGLAS LANDING DEVELOPMENT COMPANY, INC.

Ladies and/or Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original and certify and return to us one certified copy.

FILED
95 APR 13 PM 2:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We are enclosing a check in the amount of $122.50 covering:

$ 35.00 - filing fee
52.50 - certified copy
35.00 - registered agent designation

$122.50

Sincerely,

Katrina Etheridge

Katrina Etheridge
Legal Secretary

/kle

Enclosures: as stated

APR 18 1995 BSB

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

DOUGLAS LANDING DEVELOPMENT COMPANY, INC.

Come now the undersigned, Eugene N. Vann, David J. Vann, Rose Vann Hilty and Melissa V. Oliver, desiring to organize a body corporate under the laws of the State of Florida and do hereby offer, make, sign and file these Articles of Incorporation:

Article I

The name of the corporation shall be:

Douglas Landing Development Company, Inc.

Article II

This corporation is to have perpetual existence unless otherwise dissolved in accordance with the provisions of the laws of the State of Florida.

Article III

The objects for which the corporation is formed and the general nature of the business to be transacted by said corporation within the State of Florida, and any other states and in any part of the world, shall be and are as follows:

1. To purchase, take, own, hold, rent, deal in, mortgage or otherwise pledge, and to lease, sell, exchange, transfer, and in any manner whatever dispose of real property, wherever situated.

2. To manufacture, purchase, or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated.

3. To acquire the good will, rights, assets and properties, and to undertake the whole, or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any parts of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

4. To guarantee, purchase, or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of shares of the capital stock, bonds, or other evidences of indebtedness or securities created by other corporations or securities issued by any federal, state or municipal governmental body and, while the holder of such securities, to exercise all the rights and privileges of ownership, including the right to vote thereon to the same extent as a natural person might or could do.

5. To purchase or otherwise acquire, hold, use, sell, or in any manner dispose of, and to take or grant licenses or other rights therein and in any manner deal with patents, inventions,

improvements, processes, trade-marks, trade names, rights and licenses secured under letters, patent, copyrights or otherwise.

6. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, or corporation, town, city, county, state, territory, government or governmental subdivision.

7. To draw, make, accept, endorse, and discount promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

8. To borrow money at such rates of interest not to exceed the lawful interest rate, and to issue bonds, debentures or obligations, and to secure the same by mortgage, pledge, deed of trust or otherwise.

9. To purchase, hold, sell and transfer the shares of its own capital stock; provided it shall not use its funds or property for the purchase of its own shares of capital stock except from the surplus of its assets over its liabilities including capital; and provided further that shares of its own capital stock belonging to it shall not be voted upon directly or indirectly, nor counted as outstanding for the purpose of any stockholders' quorum or vote.

10. To lend money upon such security as the Board of Directors of the corporation may deem advisable, or without security, and to assume or guarantee the payment of the principal of or dividends or interest on any shares of stock, notes, bonds, or other securities, and to guarantee any contracts or obligations issued by any corporation, firm or individual, and to use its name

and credit for the benefit of other corporations, firms or individuals.

11. To enter into any plan or project for the assistance and welfare of its employees.

12. To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

13. To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, both within and without this state, other states, districts, territories, possessions or colonies of the United States, and in any and all foreign countries, in any lawful manner.

14. To carry on any other business in connection with the foregoing.

In general, to do any and all things hereinbefore set forth and such other things as are incidental or conductive to the attainment of the objects and purposes of this corporation as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation; provided, however, that the corporation shall not engage in the business of insurance, banking or that of a trust company.

The objects expressed herein shall, except where otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any particular clause or paragraph hereof, but the objects, purposes and powers specified in each of the clauses and paragraphs hereof shall be regarded as independent objects, purposes and powers, and shall be construed as objects, purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers now or hereafter conferred on this corporation by the laws of the State of Florida.

## Article IV

The total number of shares of stock which the corporation shall have the authc_ity to issue shall be two thousand one hundred (2,100) shares of common stock with One Dollar ($1.00) par value. The paid in capital with which the corporation shall begin business is Two Thousand One Hundred and No/100 Dollars ($2,100.00) consisting of 2,100 shares of the common stock issued. There shall be no other class of shares and there shall be no priority or preference among the holders of the shares of common stock.

## Article V

The stockholders of this corporation shall have the preemptive right to subscribe to any of the shares of the capital stock authorized and unsubscribed at the time of incorporation or to any and all issues of stock, regardless of class, subsequently authorized and the Board of Directors is authorized in its discretion to issue all stock of this corporation to the full amount or number of shares now and hereafter authorized by the Certificate of Incorporation and the amendment thereto in such amounts and for such considerations as from time to time shall be determined by the Board of Directors and as may be permitted by law.

**Article VI**

The location and mailing address of the place of business of this corporation shall be:

751 Douglas Landing Road
RR 1, Box 140A
Wewahitchka, Florida 32465

**Article VII**

The registered agent for the corporation with his mailing address shall be:

Eugene N. Vann
RR 1, Box 140A
Wewahitchka, Florida 32465

**Article VIII**

The names and addresses of the officers chosen for the first year and until their successors are elected and qualified are as follows:

David J. Vann, President
205 North 20th Street, Suite 903
Birmingham, Alabama 35203

Eugene N. Vann, Executive Vice President
RR 1, Box 140A
Wewahitchka, Florida 32465

Rose Vann Hilty, Second Vice President
2241 4th Street
Boulder, Colorado 80301

Donna Vann, Secretary and Treasurer
RR 1, Box 140A
Wewahitchka, Florida 32465

Melissa V. Oliver, First Vice President
324 Smokerise
Dadeville, Alabama 36853

The names and addresses of the directors chosen for the first ar and until their successors are elected and qualified are as follows:

David J. Vann
205 North 20th Street, Suite 903
Birmingham, Alabama 35203

Eugene N. Vann
RR 1, Box 140A
Wewahitchka, Florida 32465

Rose Vann Hilty
2241 4th Street
Boulder, Colorado 80301

Melissa V. Oliver
324 Smokerise
Dadeville, Alabama 36853

John P. Oliver, II
324 Smokerise
Dadeville, Alabama 36853

## Article IX

The private property of the stockholders of this corporation shall not be subject to the payment of corporate debts to any extent whatever.

## Article X

The name and post office address of the incorporators and the number of shares subscribed by them are as follows:

| | |
|---|---|
| David J. Vann<br>205 North 20th Street, Suite 903<br>Birmingham, Alabama 35203 | 600 shares |
| Eugene N. Vann<br>RR 1, Box 140A<br>Wewahitchka, Florida 32465 | 600 shares |
| Rose Vann Hilty<br>2241 4th Street<br>Boulder, Colorado 80301 | 600 shares |
| Melissa V. Cliver<br>324 Smokerise<br>Dadeville, Alabama 36853 | 300 shares |

## Article XI

The bylaws of the corporation shall contain provisions for the regulation and management of the internal affairs of the corporation not inconsistent with any provisions of the Certificate of Incorporation, and not inconsistent wich the laws of the State of Florida. The initial bylaws of the corporation shall be adopted by the stockholders and the bylaws shall be subject to alteration, amendment or repeal by the affirmative vote of the holder of a majority shares of the common stock present in person or by proxy at any annual or special meeting of the stockholders.

## Article XII

The business and affairs of the corporation shall be under the management and control of the Board of Directors. In the event of the death or resignation of a director, the remaining directors shall have the authority to elect a successor. All officers and directors shall hold office until their successors are elected and qualified, in accordance with the by-laws.

A. In furtherance and not in limitation to the general powers conferred by the laws of the State of Florida the Board of Directors, except where stockholder action is required by law, is expressly authorized to make, alter or repeal the by-laws of the corporation; the Board of Directors is empowered to authorize and cause to be executed deeds and other conveyances of all or any part of the real and personal property of the corporation and to authorize and cause to be executed mortgages and liens upon all or any of the real and personal property of the corporation.

B. The president or executive vice president shall be empowered to draw, make, accept, endorse, discount, execute and issue deeds, leases, mortgages, promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments, in and on behalf of the corporation without further action or resolution of the remaining officer or officers of Board of Directors.

C. No contract or other transaction between the corporation and any other firm, organization or corporation, whether or not either corporation shall own the majority of the shares of the capital stock of the other, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in the transaction. Any directors, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided the fact that he or such firm so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof; and any director of this corporation who is also a director or officer of such other corporation or who is interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the corporation, which shall authorize any such contract or transaction, with like force and effect as if he were not such director of such other corporation or not so interested.

D. The signature of the Secretary in attesting any document shall be sufficient.

<u>**Article XIII**</u>

The dates on which the stockholders' annual meeting shall be held, the number of directors and their qualifications and terms of office, and the terms and qualifications of office of the officers, and the power and duties of the officers shall be fixed by the bylaws of the corporation. Compensation of officers shall be fixed by the Board of Directors, other offices than those named herein may be created by the bylaws and filled by the Board of Directors. The corporation shall have the power to make bylaws for the regulation and government of the corporation, its agents, servants, and officers, and for all other purposes not inconsistent with the Constitution and the laws of the State of Florida. All corporate power shall be exercised by the Board of Directors except as otherwise provided by statute or by this Certificate.

<u>**Article XIV**</u>

All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of these articles of incorporation. So far as not otherwise expressly provided by the laws of the State of Florida, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto affixed their signatures to these Articles of Incorporation this the 13th day of March, 1995.

Melissa V. Oliver
MELISSA V. OLIVER

David J. Vann
DAVID J. VANN

Rose Vann Hilty
ROSE VANN HILTY

Eugene N. Vann
EUGENE N. VANN

STATE OF ALABAMA

TALLAPOOSA COUNTY

I, Elaine Sanders, a Notary Public in and for said state and county, hereby certify that **Melissa V. Oliver**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date that being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 16th day of March, 1995.

Elaine Sanders
NOTARY PUBLIC

STATE OF ALABAMA

Jefferson COUNTY

I, Linda J. Terpo, a Notary Public in and for said state and county, hereby certify that **David J. Vann**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date that being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 5th day of April, 1995.

Linda J. Terpo
NOTARY PUBLIC

STATE OF FLORIDA

Gulf COUNTY

I, Katrina L. Etheridge a Notary Public in and for said state and county, hereby certify that **Eugene N. Vann**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date that being informed of the contents of the instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 11th day of April, 1995.

KATRINA L. ETHERIDGE
MY COMMISSION # CC174238 EXPIRES
January 15, 1996
BONDED THRU TROY FAIN INSURANCE, INC.

Katrina L. Etheridge
NOTARY PUBLIC

STATE OF COLORADO

Boulder COUNTY

I, Judith L Heilik, a Notary Public in and for said state and county, hereby certify that **Rose Vann Hilty**, whose name is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date that being informed of the contents of the instrument, she executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 21 day of March, 1995.

Judith L Heilik
NOTARY PUBLIC

My Commission expires January 14, 1997

STATE OF ALABAMA

Jefferson COUNTY

I, Linda J. Terpo, a Notary Public in and for said state and county, hereby certify that **David J. Vann**, whose name as President of Douglas Landing Development Company, Inc., is signed to the foregoing instrument, and who is known to me, acknowledged before me on this date that being informed of the contents of the instrument, he as such officer and with full authority executed the same voluntarily on the day the same bears date.

Given under my hand and seal this 5th day of April, 1995.

Linda J. Terpo
NOTARY PUBLIC

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

First, that Douglas Landing Development Company, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 751 Douglas Landing Road, R.R. 1 Box 140A, Wewahitchka, FL 32465, has named Eugene N. Vann, as its agent to accept service of process within this State.

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FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ACKNOWLEDGMENT:**

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

Eugene N. Vann

EUGENE N. VANN

STATE OF FLORIDA
COUNTY OF GULF

I HEREBY CERTIFY that on this day, before me, the undersigned officer duly authorized in the State and County aforesaid to take acknowledgments and administer oaths, personally appeared EUGENE N. VANN, personally known to me to be the person described in the foregoing instrument as the registered agent and he acknowledged before me that he executed the same for the purposes therein described.

WITNESS my hand and official seal this 11th day of April, 1995.

KATRINA L. ETHERIDGE
MY COMMISSION # CC174236 EXPIRES
January 15, 1996
BONDED THRU TROY FAIN INSURANCE, INC.

Katrina L. Etheridge

Notary Public
Commission No.: 174236
Expiration Date: 1-15-96