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PP000044971  
May 31, 1995

Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32399

RE: Gebhart Enterprises, Inc.

Dear Sir or Madam;

Enclosed are the articles of incorporation for GEBHART ENTERPRISES, INC. I am enclosing a check for \$70.00 for the filing fees. If you have any questions, please let me know.

Sincerely,

JUN 12 1995 BSB

Stephen M. Witt

SMW/lg  
Enclosures

000001505190  
-06/02/95--01088--013  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

FILED  
95 JUN -2 AM 10:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
FOR  
GEBHART ENTERPRISES, INC.**

**FILED**  
**95 JUN -2 AM 10: 50**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

The name of the corporation is **GEBHART ENTERPRISES INC.**

**ARTICLE II**

The duration of the corporation is perpetual.

**ARTICLE III**

The general purposes for which the corporation is organized are:

1. To engage in business of manufacturing and sales of nautical maps and charts.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue is **THREE HUNDRED (300)**. Such shares shall be of a single class and have a par value of **ONE DOLLAR (\$1.00)** per share.

**ARTICLE V**

The street address of the initial registered office of

the corporation is 2695 Inglowood Dr., Lake City, Florida 32025 and the name of its initial registered agent at such address is ALAN L. GEBHART and the mailing address shall be 2695 Inglewood Dr., Lake City, Florida 32025.

#### ARTICLE VI

The number of directors constituting the initial board of directors of the corporation is four (4). The number of directors may be either increased or diminished from time to time by the bylaws, but shall never be less than one (1). The name and address of each person, who is to serve as a member of the initial board of directors is:

ALAN L. GEBHART, 2695 Inglewood Dr., Lake City, FL 32025

LISA GEBHART, 4862 Thille, St., Ventura, CA 93003

BLAKE A. GEBHART, 4862 Thille, St., Ventura, CA 93003

AARON R. ANDERSON, Rt. 6, Box 150, Lake City, FL 32025

#### ARTICLE VII

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at market value thereof, a prorata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock or the corporation authorized by the articles of incorporation was originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done,

personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock for any class or classes.

#### ARTICLE VIII

A majority of the shares of the corporation, entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

#### ARTICLE IX

A majority of the directors shall constitute a quorum for a meeting of the directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting because of any interest in the matter to be voted upon, the affirmative vote of a majority of the directors present and voting, shall be the act of the board of directors.

#### ARTICLE X

The shareholder of this corporation shall not be entitled to remove without cause any director from office during his term.

#### **ARTICLE XI**

The directors of this corporation may take action by written consent, as provided by law.

#### **ARTICLE XII**

Dividends may be paid to shareholders, only out of the unreserved and unrestricted earned surplus of the corporation.

#### **ARTICLE XIII**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interest of the corporation, unless there is gross negligence or willful misconduct.

#### **ARTICLE XIV**

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to and approved by the board of directors, by unanimous approval.

#### **ARTICLE XV**

No stockholder shall have the right to sell, assign, pledge, encumber, transfer or otherwise dispose of any of the shares unless offered to the corporation at the net asset value thereof. Such offer 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 corporation for a period of sixty (60) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for purchase of such shares, the stockholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any stockholder, the corporation shall have the right to purchase all shares owned by such stockholder immediately prior to his or her death on the terms set forth above.

#### ARTICLE XVI

The power to adopt, alter, amend or repeal bylaws shall be vested in the stockholders exclusively.

#### ARTICLE XVII

The name and address of each incorporator is:

ALAN L. GEBHART, 2695 Inglewood Dr., Lake City, FL 32025 On this 8<sup>th</sup> day of May, 1995.

Alan L. Gebhart  
ALAN L. GEBHART

I HEREBY CERTIFY that on this day, before, an officer duly authorized in the State and County aforesaid to take acknowledgments, personally appeared, ALAN L. GEBHART, who is personally known to me or who has produced 201000110670 as identification.

MIKELE A. NUNZIATO  
Notary Public-State of Florida  
My Commission Expires SEP 19, 1996  
COMM. # CC 236413

I, ALAN L. GEBHART, accept the designation as registered agent for GEBHART ENTERPRISES, INC. as provided in the Articles of Incorporation, filed herewith. The initial registered office shall be 2695 Inglewood Dr., Lake City, Florida 32025.

Alan L. Gebhart  
ALAN L. GEBHART