

ALLEN A. BALDWIN

OFFICE USE ONLY

409 ½ ST. JOHNS AVENUE PALATKA, FLORIDA 32077 TELEPHONE (904) 328-7849

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CORPORATION NAME(S) & DOCUMENTA INC..... ER(S) (if known):

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NEW FILINGS	AMENDMENTS	·
Profit	Amendment	
NonProfit	Resignation of R.A., Office	er/Director
Limited Liability	Change of Registered Agei	nt
Domestication	Dissolution/Withdrawal	
Other	Merger	
OTHER FILINGS	REGISTRATION/ QUALIFICATION	
Annual Report	Foreign	
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	Trademark	

Examiner's Initials

ARTICLES OF INCORPORATION

OF

MDMJ ENTERPRISES, INC.

The undersigned subscriber to these Articles of Incorporation and natural person competent to contract, hereby binds herself to form a Corporation under the Laws of the State of Florida.

- 1. CORPORATE NAME. The Name of this corporation is MDMJ ENTERPRISES, ING.
- 2. ADDRESS. The Post Office address of the principal office of this corporation in the State of Florida is:

MDMJ ENTERPRISES, INC. 515 Central Avenue Crescent City, FL 321.2

- 3. TERM. This corporation shall have perpetual existence.
- 4. <u>CORPORATE PURPOSE</u>. To include the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporation Act.
- 5. SUBCHAPTER S STATUS. The corporation shall elect to be taxed as a Subchapter S Corporation under the Internal Revenue Code. The corporation shall only authorize and issue one class of stock (voting common.) No stock holder shall do any act (including the sale or transfer of such stockholder's stock) which shall contravene or revoke the corporation's election to be taxed as a Subchapter S Corporation.
- 6. <u>CAPTIAL STOCK</u>. The number of shares that may be issued by the corporation is 100 shares of common stock of the Par Value of fifty dollars per share.

Any shareholder desiring to sell any of the shares of the corporation shall first offer said shares to the corporation, at current value. Such shareholder shall give written notice to the secretary of the corporation of his intention to sell such shares. The corporation shall have 30 days from the receipt of such notice within which to exercise its option to purchase all or any full number of the shares so offered at their current value. Should the corporation refuse to exercise its option to purchase said shares, the other shareholders shall be granted the opportunity to purchase the shares, each in proportion to the number of shares which he already holds. Afterward, the shareholder may offer his shares to others, as he desires. However, no stockholder shall transfer his shares to (1) a person who does not consent to be taxed under Subchapter S, (2) to a non-resident alien, (3) to a trust corporation, or other organization that amy not be a stockholder of a corporation electing under Subchapter S, (4) to two or more persons if the effect thereo! will be to increase the number of stockholders to more than the number permitted by Section 1371 of the Internal Revenue Code of 1954. Such a transfer may be permitted by the prior consent of persons owning a majority of the outstanding shares of the corporation. No transfer of shares shall be registered unless prior thereto the person in whose name the shares are to be registered agrees in writing not to file a refusal to consent to the Subchapter S election. Such agreement shall be in a form satisfactory to counsel for the corporation.

7. <u>INITIAL CAPTIAL</u>. The amount of capital with which this corporation will begin business is five thousand dollars (\$5,000).

8. <u>DIRECTORS</u>. This corporation shall have three directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws. The names and addresses of the inital directors are:

Michael J. Delarm 105 Pineshore San Mateo, FL 32188

. . . .

Marshall W. Jones Route I, Box 664 East Palatka, FL [2131

Dawn M. Markel Route 1, Box 664 East Palatka, FL 32131

All decisions of the Board must be unanimous in order to bind the corporation.

9. OFFICERS. The officers of this corporation shall consist of a president, a vice president, and secretary-treasurer, each of whom shall be appointed by the board of directors. Such other officers and assistants and agents as may be deemed necessary may be elected or appointed by the board of directors from time to time.

The directors shall appoint officers annually, at a time to be fixed by the By-Laws. The president shall manage the corporation. The signature of the president, alone, or his designatory, alone, will bind the corporation, and this signature need not be attested by any other officer.

The specific duties of the corporate officers shall be as printed in the By-Laws of the corporation.

The names of the officers who are to serve until the first election or appointment are:

Michael Delarm - President Marshall W. Jones - Vice President

Dawn M. Markel - Secretary-Treasurer

10. <u>REGISTERED AGENT</u>. The name and address of the initial registered agent for the corporation is:

Dawn M. Markel Route 1, Box 664 East Palatka, FL 32131

"I hereby accept the appointment as initial registered agent for the corporation."

Dawn M Markel

of these Articles of Incorporation are:

Dawn M. Markel Rt. 1, Box 664 East Palatka, FL 32131

IN WITNESS WHEREOF, the undersigned, being the incorporator of this corporation, and one of the first Directors thereof, has executed these Articles of Incorporation this 31st day of May, 1995.

Dawn M Markel

The foregoing instrument was acknowledged before me this 31st day of May, 1995, by DAWN M. MARKEL, who is personally known to me and who did take an oath and say that she has read the foregoing Articles of Incorporation and that all facts stated therein are true.

Dawn M. Markel

Notary Public

