

P95000051086

**SMITH
SAUER
DEMARIA
& JOHNSON**
ATTORNEYS AT LAW

June 17, 1995

FILED
95 JUN 27 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, Florida 32301

RE: HOFFMAN OF GULF BREEZE, INC. &
KINCO LEASING OF GULF BREEZE, INC.

Gentlemen:

Enclosed are two signed originals and copies of the Articles of Incorporation for the above corporations. Also enclosed are two checks in the amount of \$70.00 each representing the filing fees for each of these articles.

Please file the originals of each of the enclosed Articles of Incorporation and return a Certificate of Filing Articles of Incorporation copy to the undersigned.

If you have any questions, please do not hesitate to contact us.

Sincerely,

Jennie E. Smith
Jennie E. Smith
Legal Assistant to,
G. Thomas Smith

GTS/jes
Enclosures

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*****70.00 *****70.00

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6-20-95

ARTICLES OF INCORPORATION
OF

KIMCO LEASING OF GULF BREEZE, INC.

FILED
95 JUN 27 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I-NAME

The name of this corporation is KIMCO LEASING OF GULF BREEZE, INC.

ARTICLE II-DURATION

This corporation shall have a perpetual existence, commencing on the date of filing with the Department of State.

ARTICLE III-PURPOSE

The general purposes for which the corporation is organized are:

(1) To operate a leasing business that shall lease various types of personal property.

(2) To conduct and transact any business lawfully authorized and not prohibited by Chapter 607, Florida Statutes, as the same may be from time to time amended. Provided, however, and notwithstanding the generality of the foregoing, this corporation is not to conduct a banking, safe deposit, trust, insurance, surety, express, building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition business.

ARTICLE IV-CAPITAL STOCK

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

ARTICLE V-INITIAL REGISTERED AGENT AND PRINCIPAL OFFICE

The street address of the initial registered office of this corporation in the State of Florida is 4705 Soule Place, Gulf Breeze, FL 32561. The name of the initial registered agent for the corporation at that address is R. J. Hoffman. The principal office

of the corporation shall be 4705 Soule Place, Gulf Breeze, FL 32561.

ARTICLE VI-INITIAL BOARD OF DIRECTORS

The number of directors constituting the initial board of directors is one (1). The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but shall never be less than one (1).

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

NAME

STREET ADDRESS

R. J. Hoffman

4705 Soule Place
Gulf Breeze, FL 32561

ARTICLES VII-INCORPORATORS

The names and street addresses of the incorporators signing these Articles of Incorporation are:

NAME

STREET ADDRESS

R. J. Hoffman

4705 Soule Place
Gulf Breeze, FL 32561

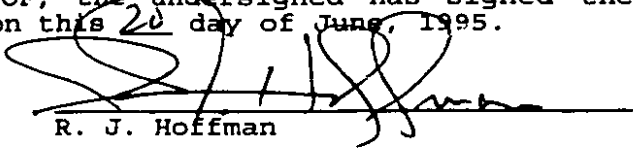
ARTICLE VIII-BYLAWS

The power to adopt, alter, amend, or repeal bylaws of this corporation shall be vested in the Board of Directors and the shareholders.

ARTICLE IX-AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 20 day of June, 1995.



R. J. Hoffman

STATE OF FLORIDA
COUNTY OF ESCAMBIA

BEFORE ME, the undersigned authority, personally appeared R. J. Hoffman, known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and he acknowledges that he subscribed the said instrument for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County, and State last aforesaid this 20th day of June, 1995.

BRENDA HERRIS
"Notary Public State of Florida"
My Commission Expires June 16, 1997
CC 295053


Printed Name: BRENDA HERRIS
Notary Public Stamp:

ACCEPTANCE BY REGISTERED AGENT

The undersigned hereby accepts the appointment of Registered Agent of KIMCO LEASING OF GULF BREEZE, INC., which is contained in the foregoing Articles of Incorporation. The undersigned is familiar with, and accepts, the obligations provided for in Section 607.325 of the Florida Statutes.


R. J. Hoffman

FILED
95 JUN 27 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P95000051086

**SMITH
SAUER
DEMARIA
& JOHNSON**
ATTORNEYS AT LAW

August 10, 1995

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

RE: Corporate Document #P95000051086

Gentlemen:

Enclosed is the signed original of the Articles of Merger for the above corporation. Would you please send me a certified copy of these Articles, so they can be filed with the Secretary of State in the State of Indiana. I have also enclosed a check in the amount of \$52.50 to cover the cost of this certified copy.

Please file the original of the enclosed Articles of Merger and return a certified copy to the undersigned.

Your time and attention to this matter are greatly appreciated.

Sincerely,

Jennie E. Smith
Jennie E. Smith
Legal Assistant to
G. Thomas Smith

Enclosures

100001577061
-09/05/95--01040--008
****140.00 ****122.50

Merger

1 VB SEP - 1 1995

~~VB~~

P95000051086

ARTICLES OF MERGER
Merger Sheet

.....
MERGING:

KIMCO LEASING, INC. an Indiana corporation not qualified in Florida

INTO

KIMCO LEASING OF GULF BREEZE, INC., a Florida corporation,
P95000051086

File date: August 30, 1995, effective September 1, 1995

Corporate Specialist: Velma Shepard

**SMITH
SAUER
DEMARIA
& JOHNSON**
ATTORNEYS AT LAW

August 28, 1995

*G. Thomas Smith
Board Certified
Real Estate Attorney*

Secretary of State
Corporate Records Division
Department of State
Post Office Box 6327
Tallahassee, FL 32314

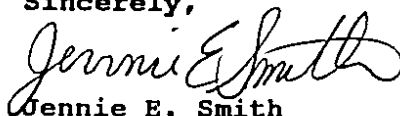
RE: Corporate Document #s: P95000051086 and P95000051088

Gentlemen:

Enclosed please find a check in the amount of \$140.00 to cover the filing fees for the above captioned corporations. I sent the Articles of Merger for both of these on August 10, 1995. I received a call from someone in your office who informed me she would hold these documents until she received this check. I regret that I have misplaced my notes from our conversation and cannot recall her name. I hope this check will end up in the correct location.

Please do not hesitate to call our office at (904) 434-2761 if you have any questions or concerns.

Sincerely,



Jennie E. Smith
Legal Assistant to
G. Thomas Smith

Enclosure

ARTICLES OF MERGER

I. The undersigned corporations, being validly and legally formed under the laws of the States of Florida and Indiana, have adopted an Agreement and Plan of Merger.

II. The name of the surviving corporation is KIMCO LEASING OF GULF BREEZE, INC.

III. The Agreement and Plan of Merger of the undersigned corporations was adopted pursuant to Sections 607.214 and 607.221 of the Florida Statutes (1983).

IV. The Agreement and Plan of Merger is as follows:

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT is made this 8th day of August, 1995, by and between KIMCO LEASING OF GULF BREEZE, INC., a Florida corporation, and KIMCO LEASING, INC., an Indiana corporation, collectively referred to as "constituent corporations".

RECITAL

The respective Boards of Directors of the constituent corporations deem it advisable that KIMCO LEASING, INC. ("the disappearing corporation"), be merged into KIMCO LEASING OF GULF BREEZE, INC. ("the surviving corporation") under the laws of the State of Florida in the manner provided therefor pursuant to Section 607;

NOW THEREFORE, in consideration of the mutual agreements herein contained, the constituent corporations have agreed, and do hereby agree, to merge.

1. AGREEMENT TO MERGE. The corporations shall be merged into the surviving corporation.

2. NAME OF MERGED CORPORATION. The name of the surviving corporation shall be KIMCO LEASING OF GULF BREEZE, INC.

3. PLACE OF OFFICE SURVIVING CORPORATION. The principal office of the surviving corporation is to be located at 4705 Soule Place, Gulf Breeze, FL 32561.

FILED
95 AUG 30 AM 9:02

STATE
OF FLORIDA

EFFECTIVE DATE
9/1/95

4. PURPOSES OF SURVIVING CORPORATION. The purpose of the surviving corporation is (1) To operate a leasing business that shall lease various types of personal property; and (2) to engage in the transaction of any or all lawful business for which corporations may be incorporated under the provisions of the Florida General Corporations Act.

5. AUTHORIZED SHARES OF SURVIVING CORPORATION. The present number of shares which the disappearing corporation is authorized to issue is 1,000 shares of no par common stock. The present number of shares which the surviving corporation is authorized to issue is 10,000 shares each of \$1.00 par value common stock. The total number of shares of capital stock which are to be issued by the surviving corporation from and after the effective date of this merger is 100 shares of common stock having a par value of \$1.00 per share.

6. FIRST DIRECTORS. The present directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

7. NAME AND RESIDENCE OF AGENT OF CORPORATION. R. J. Hoffman of 4705 Soule Place, Gulf Breeze, FL 32561, shall be, and is hereby, appointed Resident Agent; the person on whom process, tax notices, and demands against said KIMCO LEASING OF GULF BREEZE, INC., or either of the constituent corporations, may be served.

8. MODE OF EFFECTING MERGER. The mode of carrying the merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

The shareholders of the disappearing corporation shall surrender their certificates representing 100 shares in the disappearing corporation to the surviving corporation during the period beginning on August 8, 1995, and ending on September 1, 1995. Upon surrender to the surviving corporation of the certificates for outstanding shares of the disappearing corporation, there shall be issued to the shareholders, in substitution therefor, certificates for fully paid and nonassessable common shares of the surviving corporation, in the following numbers:

Shareholder

Shares

R.J. Hoffman

100

9. REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATION: POOLING OF INTEREST. The assets of the disappearing corporation shall be reported in the accounts of the surviving corporation at their book value as of the effective date. The aggregate state capital, capital surplus, and earned surplus of the constituent corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the surviving corporation.

10. ARTICLES OF INCORPORATION. The Articles of Incorporation of the surviving corporation shall continue to be the Articles of the surviving corporation, until amended as provided by law.

11. BYLAWS. The bylaws of the surviving corporation shall continue to be the Bylaws of the surviving corporation.

12. RIGHT OF CORPORATION TO REPURCHASE ITS SHARES. The surviving corporation, through its Board of Directors, shall have the right and power to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desiring to sell such shares to the corporation.

13. EFFECTIVE DATE OF AGREEMENT. This Agreement shall become effective on September 1, 1995. The term "effective date", wherever used in this Agreement shall mean the effective date herein described.

14. DIRECTORS' RIGHT TO ABANDON MERGER. The Board of Directors of each of the constituent corporations shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this Agreement.

EXECUTION

IN WITNESS WHEREOF, the constituent corporations have caused their respective corporate names to be signed hereto, by their respective

presidents and secretaries, thereunto duly authorized by the respective Board of Directors and shareholders of the constituent corporations.

V. No changes in the Articles of Incorporation of the surviving corporation have been made.

VI. This Agreement and Plan of Merger was adopted by the Shareholders of KIMCO LEASING, INC. on August 8, 1995.

VII. This Agreement and Plan of Merger was adopted by the Shareholders of KIMCO LEASING OF GULF BREEZE, INC., on August 8, 1995.

Dated - August 8, 1995.

KIMCO LEASING OF GULF BREEZE, INC.

By: _____

President

(SEAL)

Attest: _____

Secretary

KIMCO LEASING, INC.

By: _____

President

(SEAL)

Attest: _____

Secretary

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 8th day of August, 1995, by R. J. Hoffman as President and R. J. Hoffman as Secretary of KIMCO LEASING OF GULF BREEZE, INC., a Florida corporation, and KIMCO LEASING, INC., a Florida corporation, on behalf of the corporations.

NOTARY STAMP

G. Thomas Smith
Notary Public

Printed Name: *G. Thomas Smith*

My Commission Expires:



G THOMAS SMITH
My Commission CC484224
Expires Jul. 26, 1999
Bonded by ANB
800-652-5878