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REPLY TO:  
P.O. BOX 10095  
TALLAHASSEE, FL 32302-2095

July 21, 1995

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-07/21/95--01046--020  
\*\*\*\*122.50 \*\*\*\*122.50

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32301

via Hand Delivery

Re: The Safley Group, Inc.

Dear Sir or Madame:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation. In addition, you will also find enclosed my check in the amount of \$122.50 which represents the filing fees, certified copy and the Registered Agent Designation.

If you have any questions with regard to this filing, please feel free to contact me.

Respectfully,

PENNINGTON & HABEN, P.A.

*Peter M. Dunbar*  
Peter M. Dunbar

*Will Wait*

PMD/tmz  
Enclosures

*7/21/95*  
*TH*

ARTICLES OF INCORPORATION  
OF  
THE SAFLEY GROUP, INC.

The undersigned subscriber to these Articles of Incorporation, acting as incorporator, being a natural person competent to contract, does hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida, this certificate of incorporation for profit in accordance with the laws of the State of Florida.

ARTICLE I

The name of the corporation shall be THE SAFLEY GROUP, INC.

ARTICLE II

The purposes for which this corporation is formed and general nature of the business to be transacted by the corporation shall be to carry on business consulting and real estate brokerage, and to engage in any activities or business permitted under the laws of the United States and Florida.

ARTICLE III

The total number of shares of the authorized capital stock of the corporation is 1000 shares of common stock with a par value of \$1.00 per share.

All such stock shall be nonassessable, issued at and for such consideration, whether the same be cash, services rendered or otherwise, and upon such terms and conditions as may be fixed by the Board of Directors of this corporation.

The Board of Directors of the corporation, in its discretion, may declare and pay dividends to the holders of the common stock out of the earnings of the corporation, after making such provision, if any, as the Board of Directors of the corporation may deem necessary for working capital and for additional improvements to its property, and for general expansion of its business. Said dividends shall be in such amounts, and declared and paid at such times, as shall be fixed by the Board of Directors in its discretion.

The holders of the common stock of the corporation shall have one vote for each share of such stock owned by them for the election of Directors and for other purposes.

#### ARTICLE IV

The amount of capital with which this corporation shall begin shall not be less than Five Hundred Dollars (\$500.00).

#### ARTICLE V

The corporation shall have perpetual existence, unless earlier terminated by due and proper legal procedure.

#### ARTICLE VI

The address of the principal office of the corporation shall be 28051 U.S. Hwy. 19 North, Suite A, Clearwater, Florida 34621.

#### ARTICLE VII

The affairs of the corporation shall be conducted by a Board of Directors of not less than one (1), nor more than ten (10) directors, as may be determined from time to time by the holders of the common stock of the corporation. It is not necessary that a director be a stockholder in the corporation.

#### ARTICLE VIII

The name and street address of the subscriber, incorporator and first member of the Board of Directors who shall hold office for the first year of the existence of the corporation, or until a successor is elected and qualified, unless otherwise provided by the Bylaws, is:

<u>Name and Address</u>	<u>Office</u>
Mr. R. Z. Safley 28051 U.S. Hwy. 19 North Suite A Clearwater, Florida 34621	President/Director

#### ARTICLE IX

The name of the initial registered Resident Agent and the initial office of the registered Registered Agent is:

Mr. R. Z. Safley  
28051 U.S. Hwy. 19 North  
Suite A  
Clearwater, Florida 34621

#### ARTICLE X

No contract or other transaction between the corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors of this corporation is or are

interested in, or is or are a director or directors or officer or officers of such other corporation, and no other person or firm shall be affected or invalidated by the fact that any one or more directors of this corporation is a party to, or are parties to, or interest in such contract or transactions; provided that in each such case the nature and extent of the interest of such director or directors in such contract or other transaction or the fact that such director or directors is or are a director or directors or officer or officers of such other corporation is disclosed at the meeting of the Board of Directors at which such contract or other transaction is authorized.

#### ARTICLE XI INDEMNIFICATION

The corporation shall indemnify every person who is serving or has served as an officer, director, employee or agent of the corporation, or, at its request, of any other corporation of which it is a stockholder or creditor and from which such person is not entitled to be indemnified, in the manner and to the full extent permitted by the Florida Statutes, subject to the limitations on and conditions of such indemnification set forth therein, which indemnification shall not affect any rights to which such person may be entitled.

#### ARTICLE XII

1. The original incorporator of the corporation shall have the right upon its organization to assign and deliver his subscriptions of stock and, upon such assignment, such assignees


shall stand in lieu of the original incorporator, and shall assume and carry out all the rights, liabilities and duties entailed by said subscription, subject to the laws of the State of Florida, and the execution of the necessary instruments of assignment.

2. It shall be lawful for the Board of Directors to provide for a method of issuance of stock certificates so as to replace lost or destroyed stock certificates, by appropriate resolution duly adopted by a majority of the directors as are present at any regular or special meeting of the Board of Directors.

3. The corporation, may, in its Bylaws, confer powers additional to the foregoing upon the directors, in addition to the powers and authorities expressly conferred upon them by statute.

4. The corporation reserves the right to amend, alter, change or repeal any provision of these Articles in the manner, now or hereafter prescribed by state statutes, and all rights conferred upon stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal at Clearwater, Florida, this 18<sup>th</sup> day of July, 1995.

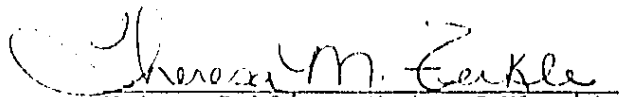
  
R. Z. SAFLEY \_\_\_\_\_ L.S.

STATE OF FLORIDA       )  
COUNTY OF PINELLAS   )

I HEREBY CERTIFY that on this day before me, the undersigned authority, personally appeared R. Z. Safley, to me known to be the

person described as subscriber in, and who executed the foregoing Articles of Incorporation, as his own free act and deed.

WITNESS my hand and official seal at Clearwater, Florida, this 18<sup>th</sup> day of July, 1995.

  
Notary Public - State of Florida

My Commission Expires:  
Commission #:



THERESA M. ZERKLE  
MY COMMISSION # CC440135 EXPIRES  
May 9, 1999  
BONDED THRU TROY FAIR INSURANCE, INC.

Personally known ✓ OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**CERTIFICATE OF DESIGNATION**  
**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

THE SAFLEY GROUP, INC.

2. The name and address of the registered agent and office is:

Mr. R. Z. Safley  
28051 U.S. Hwy. 19 North  
Suite A  
Clearwater, Florida 34621

SIGNATURE: R. Z. Safley

(corporate seal)

TITLE: President

DATE: July 18, 1995

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES, RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

SIGNATURE: R. Z. Safley

DATE: July 18, 1995

REGISTERED AGENT FILING FEE: \$35.00