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TALLAHASSEE, FL 32301  
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**P95000057094**

ACCOUNT NO. : 072100000032

REFERENCE : 647066 95306A

AUTHORIZATION :

COST LIMIT : 9 PREPAID

ORDER DATE : July 24, 1995

ORDER TIME : 12:55 PM

ORDER NO. : 647066

CUSTOMER NO: 95306A

CUSTOMER: Ms. Sherry L. Erb  
H. GREG LEE, PA

2014 Fourth Street

Sarasota, FL 34237

100001544471  
-07/24/95--01072--016  
\*\*\*122.50 \*\*\*122.50

DOMESTIC FILING

NAME: HOWARD FAMILY CORPORATION,  
INC.

XX ARTICLES OF INCORPORATION  
CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
PLAIN STAMPED COPY  
CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Prezeau

EXAMINER'S INITIALS:

RECEIVED  
95 JUL 24 PM 3:14  
DIVISION OF CORPORATION  
FILED  
95 JUL 24 PM 4:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION OF**  
**HOWARD FAMILY CORPORATION, INC.**

**THE UNDERSIGNED**, each with the capacity to contract, hereby executes and acknowledges these Articles of Incorporation for the purpose of forming a general corporation under and by virtue of the laws of the State of Florida as contained in the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended (the "Act").

**ARTICLE 1. NAME AND ADDRESS**

The name of this corporation shall be HOWARD FAMILY CORPORATION, INC., and the principal office of the corporation shall be 12 Tidy Island Blvd., Bradenton, Fl 34210.

**ARTICLE 2. DURATION**

The date of commencement of corporate existence shall be the same date as the date the Articles of Incorporation are filed, and the period of duration of the corporation shall be perpetual.

**ARTICLE 3. PURPOSE AND POWERS**

The general purpose for which the corporation is initially organized is to engage in, conduct and carry on the business of holding, buying, or selling real estate; to engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith; and to transact any or all other lawful business for which corporations may be incorporated

under the Act, including qualifying for certain tax or retirement advantages available to general corporations. The corporation shall have all the powers specified in Section 607.011 of the Act.

#### **ARTICLE 4. STOCK**

The corporation shall have authority to issue 7500 shares of common stock with a par value of \$1.00 per share. The corporation shall not have the authority to issue shares in series.

#### **ARTICLE 5. PREEMPTIVE RIGHTS AND OTHER RESTRICTIONS**

5.1 Statement of Preemptive Rights. After the subscription shares have been issued, each holder of shares in the corporation shall have the first right to purchase shares (and securities convertible to shares) of the corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of the corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights.

5.2 Prohibition of Issue of Shares for Other Than Money or Property. Shares in the corporation shall not be issued for consideration other than money, property or in payment of a debt of the corporation, without the unanimous consent of all shareholders.

5.3 Restrictions on Transfer of Stock. If any two or more shareholders or subscribers to stock of the corporation shall enter into any agreement restricting the right of any of them to transfer, encumber or otherwise dispose of any shares of stock of the corporation held by them, then all share certificates subject to such restrictions shall have a reference to the restrictions placed on the certificate and such stock shall not thereafter be transferred on the corporate books except in accordance with the provisions of such agreement. Stock transferred in violation of any such restrictions shall not be entitled to dividend or voting rights until there has been full compliance with the provisions of any such agreement.

#### **ARTICLE 6. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 12 Tidy Island Blvd., Bradenton, Florida 34210, and the name of the initial registered agent of the corporation at such address is Francis M. Howard.

#### **ARTICLE 7. DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successor be elected and qualify, or until their earlier resignation, removal from office or death, are as follows:

**NAME**

**ADDRESS**

Francis M. Howard

12 Tidy Island Blvd.  
Bradenton, FL 34210

## **ARTICLE 8. INCORPORATORS**

The names and addresses of the incorporators of the corporation are as follows:

**NAME**

**ADDRESS**

Francis M. Howard

12 Tidy Island Blvd.  
Bradenton, FL 34210

## **ARTICLE 9. PROVISIONS FOR THE REGULATION OF THE BUSINESS AND FOR THE CONDUCT OF THE AFFAIRS OF THE CORPORATION**

9.1 Meetings of Shareholders and Directors. Meetings of the shareholders and directors of the corporation may be held either within or without the State of Florida at such place or places as may from time to time be designated in the Bylaws or by resolution of the Board of Directors.

9.2 Bylaws. The initial Bylaws of the corporation shall be adopted by the Board of Directors. The power to amend or repeal the Bylaws or to adopt new Bylaws shall be in the shareholders, but the affirmative vote of the holders of three-fourths (3/4) of the shares outstanding shall be necessary to exercise that power. The Bylaws may contain any provisions for the regulation and management of the corporation which are consistent with the Act and these Articles of Incorporation.

9.3 Contracts in Which Directors Have an Interest. No contract or other transaction of the corporation with any person, firm or corporation or no contract or other transaction in which the corporation is interested shall be invalidated or affected by (a) the fact that one or more of the directors of this corporation is interested in or is an officer or director of another corporation, or (b) the fact that any director,

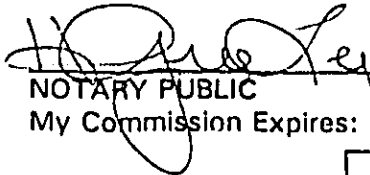
**9.4 Compensation of Directors.** The Board of Directors shall have the authority to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which this compensation shall be paid. Any director may also serve the corporation in any other capacity and receive compensation therefrom in any form.

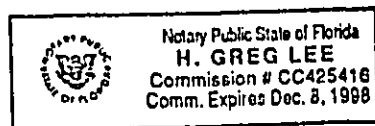
Francis M. Howard  
FRANCIS M. HOWARD

COUNTY OF SARASOTA )

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WITNESS my hand and official seal in the County and State last aforesaid this  
17 day of July, 1995.

  
\_\_\_\_\_  
NOTARY PUBLIC  
My Commission Expires:



I have been designated as Registered Agent in the above Articles. I comply  
with the provisions of all statutes relative to the proper performance of my duties and  
simultaneously, I hereby accept the appointment as Registered Agent.

  
\_\_\_\_\_  
FRANCIS M. HOWARD