

P95020063570

FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1815 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

WILLIAM R. FRAZIER
W. ROBINSON FRAZIER

August 15, 1995

TELEPHONE (904) 353-5618
FACSIMILE (904) 353-5619

VIA U.P.S. OVERNIGHT

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

40000015824.24
-08/15/95--01085--005
*****70.00 *****70.00

Gentlemen:

With reference to the incorporation of GWW Retreat, Inc.,
I am enclosing the following:

1. Two executed copies of Articles of Incorporation,
together with Certificate Designating Registered Agent.
2. Check payable to the Secretary of State in the total
amount of \$70.00 to cover the filing fee of \$35.00 and the Regis-
tered Agent's fee of \$35.00.

I would greatly appreciate it if you would please affix your
receiving stamp on the executed copy of the Articles of Incorpo-
ration and return same to me as an acknowledgment copy.

Thank you for your attention to this matter.

EFFECTIVE DATE

AUG 15 1995

Very truly yours,

W. Robinson Frazier
W. Robinson Frazier

WRF:cp
Enclosures

cc: Mr. G. W. Whitmire (w/enclosure)

55 AUG 16 1995

ARTICLES OF INCORPORATION

OF

GWW RETREAT, INC.

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

ARTICLE I.

The name of the corporation is GWW Retreat, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the business.

(2) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every kind, nature and description whatsoever.

(3) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal in and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

(4) To enter into, make and perform contracts of every kind

and description with any person, firm, association, or corporation, municipality, body politic, country, territory, estate, government, or colony or dependency thereof.

(5) To acquire, and to make payment thereof in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(6) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes Annotated.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in concert with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida.

ARTICLE IV.

The total authorized capital stock of this corporation shall consist of 100 shares of \$.10 par value Class "A" voting common stock. The owners and holders of the Class "A" voting common stock shall be entitled to one vote for each share held on all corporate matters requiring the vote of shareholders.

The authorized capital stock of this corporation shall also consist of 10,000 shares of the \$.10 par value Class "B" non-voting common stock. Both the Class "A" and Class "B" common stock shall be fully paid and non-assessable. The owners and holders of the Class "B" non-voting common stock shall not be

entitled to any vote on any corporate matter involving or requiring the vote of its stockholders. The exclusive voting rights shall be held by the owners of the Class "A" common voting stock.

Except for the voting rights allocated and assigned to the Class "A" voting stock, there shall be no other designations, preferences or privileges as between the shares of the Class "A" voting common stock and the shares of the Class "B" non-voting common stock.

ARTICLE V.

The street address of the initial registered office of the corporation is 200 North Laura Street, 10th Floor, Jacksonville, Florida 32202, and the name of its initial registered agent at such address is George W. Whitmire.

ARTICLE VI.

The mailing address of the corporation is P. O. Box 52506, Jacksonville, Florida 32201-2502.

ARTICLE VII.

The number of directors constituting the initial board of directors of the corporation is one (1). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one.

The name and address of the initial director of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
George W. Whitmire	P. O. Box 52506 Jacksonville, FL 32201-2502

ARTICLE VIII.

The name and address of the incorporator is as follows:
George W. Whitmire, P. O. Box 52506, Jacksonville, Florida
32201-2502.

ARTICLE IX.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or

director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE X.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

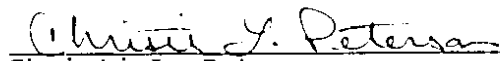
EXECUTED by the undersigned at Jacksonville, Duval County, Florida, on this 15th day of August, 1995.

 (SEAL)
George W. Whitmire, Incorporator

STATE OF FLORIDA
COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared GEORGE W. WHITMIRE, who is personally known to me and who is known to me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County last aforesaid, this 15th day of August, 1995.


Christi L. Peterson
Notary Public, State of Florida
at Large
My commission expires:

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PRO-
CESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091**

In pursuance of Section 48.091, Florida Statutes, the follow-
ing is submitted in compliance with said statute section:

First: That GWW Retreat, Inc., desiring to organize under the
laws of the State of Florida, with its principal office as indi-
cated in the Articles of Incorporation at City of Jacksonville,
Duval County, State of Florida, has named George W. Whitmire, 200
North Laura Street, 10th Floor, Jacksonville, Florida 32202, as
its agent to accept service of process within the state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above
stated corporation, at place designated in this certificate, I
hereby accept to act in this capacity, and agree to comply with
the provisions of said statute section relative to keeping open
said office on this 15th day of August, 1995.

By: *George W. Whitmire*
George W. Whitmire, Registered Agent

55 AUG 16 1995

P95000063570

FRAZIER & FRAZIER
ATTORNEYS AT LAW
SUITE A
1515 RIVERSIDE AVENUE
JACKSONVILLE, FLORIDA 32204

WILLIAM H. FRAZIER
W. ROBINSON FRAZIER

October 24, 1996

TELEPHONE (904) 353-5515
FACSIMILE (904) 353-5519

VIA UPS NEXT DAY AIR

Corporate Records Bureau
Division of Corporations
Department of State
409 East Gaines Street
Tallahassee, Florida 32399

Gentlemen:

Please find enclosed herewith for filing original of Articles of Dissolution with respect to GWW Retreat, Inc.

In addition, also find enclosed herewith an extra executed copy of said Articles of Dissolution, which I would appreciate your stamping with your official receipt stamp and returning to my office.

I have also enclosed herewith my firm's check in the amount of \$35.00 to cover the cost of filing the Articles of Dissolution.

Thank you for your attention to this matter.

Very truly yours,

W. Robinson Frazier

W. Robinson Frazier

WRF:dbh
Enclosures

cc: Mr. G. W. Whitmire

000001986480--0
-10/25/96--01096--008
*****35.00 *****35.00

EFFECTIVE DATE

10-31-96

*Dis
LFT
10-30-96*

FILED
96 OCT 25 AM 10:57
TALLAHASSEE, FLORIDA

EFFECTIVE DATE

FILED

96 OCT 25 AM 10: 57

ARTICLES OF DISSOLUTION

CLERK OF THE COURT
TALLAHASSEE, FLORIDA

1. The name of the corporation is GWW RETREAT, INC.
2. The names and respective addresses of its officers are:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
George W. Whitmire	P.O. Box 52506 Jacksonville, FL 32201	President and Secretary
George W. Whitmire, Jr.	P.O. Box 52506 Jacksonville, FL 32201	Vice President
Elizabeth W. Robison	P.O. Box 52506 Jacksonville, FL 32201	Assistant Secretary

3. The names and respective addresses of its directors are:

<u>NAME</u>	<u>ADDRESS</u>
George W. Whitmire	P.O. Box 52506 Jacksonville, FL 32201

4. All debts, obligations and liabilities of the corporation have been paid or discharged, or adequate provision therefor has been made.

5. All the remaining property and assets of the corporation have been distributed among its shareholders in accordance with their respective rights and interests.

6. A copy of the resolution to dissolve is attached. That resolution was adopted by the stockholders and directors of the corporation at a special joint meeting held October 24, 1996. The number of votes cast at said meeting for dissolution was sufficient for approval.

7. The effective date of these Articles of Dissolution and the dissolution of the corporation shall be October 31, 1996.

DATED this 24th day of October, 1996.

GWW RETREAT, INC.

By: George W. Whitmire
George W. Whitmire, President


ATTEST: George W. Whitmire
George W. Whitmire, Secretary

(Corporate Seal)

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

Before me personally appeared GEORGE W. WHITMIRE, who is both the President and Secretary of GWW RETREAT, INC., who is personally known to me and he acknowledged before me that he executed the foregoing Articles of Dissolution in such capacities.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 24th day of October, 1996.



Delores B. Hanagriff
Notary Public, State of Florida
at Large
My commission expires:

(SEAL)



CERTIFICATE OF CORPORATE RESOLUTION

I, GEORGE W. WHITMIRE, both the President and Secretary, of GWW RETREAT, INC., a corporation organized and existing under the laws of the State of Florida, hereby certifies that the following is a true and correct copy of a resolution of the stockholders and directors of GWW RETREAT, INC. passed at a duly convened special joint meeting of stockholders and directors, at which special meeting all stockholders of record were present and participating and all members of the corporation's Board of Directors were likewise present and participating, said joint meeting being held on October 24, 1996, at 10:00 o'clock A. M. in the offices of GWW RETREAT, INC., 4909 Arapahoe Avenue, Jacksonville, Florida 32210, as taken by us from the minutes of the said joint meeting and compared by us with the original of said resolution:

"BE IT RESOLVED by the stockholders and directors of GWW RETREAT, INC. that they deem it to be in the best interest of the corporation and its stockholders that it surrender its charter in final and complete liquidation and dissolution, effective as of October 31, 1996.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and affixed the seal of GWW RETREAT, INC., this 24th day of October, 1996.

GWW RETREAT, INC.

By: George W. Whitmire
George W. Whitmire, President


ATTEST: George W. Whitmire
George W. Whitmire, Secretary

(Corporate Seal)

STATE OF FLORIDA)
) SS
COUNTY OF DUVAL)

I HEREBY CERTIFY that before me, an officer duly authorized to take acknowledgments, personally appeared GEORGE W. WHITMIRE, in his capacities as the President and Secretary of GWW RETREAT, INC., a corporation organized and existing under the laws of the State of Florida, who is personally known to me and to me known to be the individual and officers described in and who executed the foregoing certificate, and he acknowledged that the execution thereof was his free act and deed as such officer thereunto duly authorized and that the corporate seal affixed to said certificate is the official seal of said corporation.

WITNESS my hand and official seal at the City of Jacksonville, County of Duval, State of Florida, this 24th day of October, 1996.



Delores B. Hanagriff
Notary Public, State of Florida
at Large
My commission expires:

(SEAL)

