

1201 HAYS STREET
TALLAHASSEE, FL 32301
904 222 9171
904 222 0911 FAX

800 322-8086



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ACCOUNT NO. : 072100000032

REFERENCE : 671570 80472A

AUTHORIZATION :

COST LIMIT : 9 PPD

ORDER DATE : August 30, 1995

ORDER TIME : 9:43 AM

ORDER NO. : 671570

CUSTOMER NO: 80472A

CUSTOMER: Robert D. Sumner, Esq.
SUMNER & WARREN, P.A.

P. O. Drawer 1047

Dade City, FL 33526-1047

ALL INFORMATION CONTAINED
HEREIN IS UNCLASSIFIED
DATE 10/12/00 BY 60322 UCBAW/STP

*Not Done
BR 8/30/95*

DOMESTIC FILING

NAME: EMERALD LAKE MINE, INC.

XXX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Danny G. Smith

EXAMINER'S INITIALS: _____

RECEIVED
FILED
AUG 30 1995
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

REGISTER AUG 30 1995

ARTICLES OF INCORPORATION
OF
EMERALD LAKE MINE, INC.

FILED
95 AUG 30 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is EMERALD LAKE MINE, INC. The mailing address and the principal office address of the corporation is 1416 Meadowbrook Avenue, Lakeland, Florida 33803.

ARTICLE II - Duration

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

(a) To acquire, purchase, lease, option, own, sell, and mortgage lands for the purposes of removal of sands and other minerals, and generally to buy, sell, handle, and deal in the market of all types of mining materials; to purchase, acquire, and contract for all kinds of machinery, buildings, vehicles, and appliances for mining and marketing of sands and other mining materials.

(b) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue ten thousand (10,000) shares of One and No/100 Dollar (\$1.00) par value common stock. The whole or any part of the capital stock of this corporation shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation are TED BUTNER, 1416 Meadowbrook Avenue, Lakeland, Florida 33803.

ARTICLE VII - Initial Board of Directors and Officers

This corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Name and Address

Office

TED BUTNER
1416 Meadowbrook Avenue
Lakeland, Florida 33803

President and
Director

KEVIN ARNOTT
35230 Dewi Road
Dade City, Florida 33525

Vice-President
and Director

SUZZANE BRITT
1416 Meadowbrook Avenue
Lakeland, Florida 33803

Secretary/Treasurer
and Director

ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles are:

TED BUTNER
1416 Meadowbrook Avenue
Lakeland, Florida 33803

KEVIN ARNOTT
35230 Dewi Road
Dade City, Florida 33525

SUZANNE BRITT
1416 Meadowbrook Avenue
Lakeland, Florida 33803

ARTICLE IX - Sub chapter S Election

It is the intent of the incorporators that this corporation file the necessary election with the Internal Revenue Service to be taxed as a Subchapter S corporation.

ARTICLE X - Bylaws

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

ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors and may further be restricted by any stockholders' agreement that may exist between the individual shareholders of the corporation.

ARTICLE XII- Subscribers

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set opposite their names:

TED BUTNER	2,000 shares
KEVIN ARNOTT	2,000 shares
SUZANNE BRITT	2,000 shares

ARTICLE XIII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIV - Indemnification

The corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

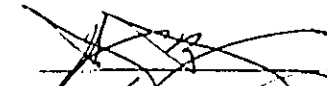
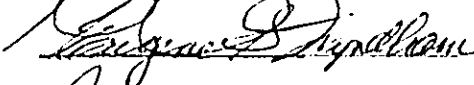
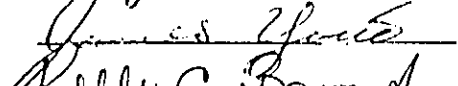
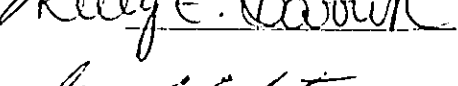
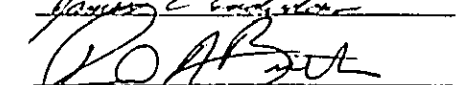
ARTICLE XV - Amendment

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

ARTICLE XVI - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 25 day of AUGUST, 1995.


TED BUTNER (SEAL)


KEVIN ARNOTT (SEAL)


SUZANNE BRITT (SEAL)

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 25th day of AUGUST, 1995, by TED BUTNER, who:

☒ is personally known to me; or

☐ has produced
an identification.



SANDRA S KOEPFLE
My Commission CC375008
Expires May, 23, 1998
Bonded by HAI
800-422-1888

Sandra S. Koepfle
(Signature of Notary Public)

SANDRA S. KOEPFLE
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. CC 375 008
My Commission Expires: 5/23/98

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 25th
day of AUGUST, 1995, by KEVIN ARNOTT, who:

☒ is personally known to me; or

☐ has produced
an identification.



SANDRA S KOEPFLE
My Commission CC375008
Expires May, 23, 1998
Bonded by HAI
800-422-1888

Sandra S. Koepfle
(Signature of Notary Public)

SANDRA S. KOEPFLE
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. CC 375 008
My Commission Expires: 5/23/98

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me this 25th
day of AUGUST, 1995, by SUZZANE BRITT, who:

☒ is personally known to me; or

☐ has produced
an identification.



SANDRA S KOEPFLE
My Commission CC375008
Expires May, 23, 1998
Bonded by HAI
800-422-1555

Sandra S. Koepfle
(Signature of Notary Public)

SANDRA S. KOEPFLE
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. CC 375 008
My Commission Expires: 5/23/98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED.**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That EMERALD LAKE MINE, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the articles of incorporation at City of Lakeland County of Polk, State of Florida, has named TED BUTNER, located at 1416 Meadowbrook Avenue, City of Lakeland, County of Polk, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.


TED BUTNER

8/31/95
(Date)

FILED
95 AUG 30 PM 2:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA