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RODNEY DURRANCE, JR., Attorney at Law  
101 Avenue C, S.W., Ste. 508  
Winter Haven, FL 33880 (941) 294-0051

August 23, 1995

Department of State  
Divisions of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

RE: H & S Cattle Corporation

Gentlemen:

Enclosed please find an original and (1) copy of the Articles of Incorporation for the above-referenced corporation, a Certificate of Designation Registered Agent/Registered Office and a check in the amount of \$122.50.

Please return a copy of the Articles and their letter showing the date filed to:

Rodney Durrance, Jr.  
101 Avenue C, S.W., Ste. 508  
Winter Haven, FL 33880

Thank you.

Sincerely,

BY Jane Zeller  
Jane Zeller  
Secretary to Rodney Durrance, Jr.

/jaz  
Enclosures

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TALLAHASSEE, FL

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FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

September 6, 1995

RODNEY DURRANCE, JR.  
101 AVENUE C, S.W., STE. 508  
WINTER HAVEN, FL 33880

SUBJECT: H & S CATTLE CORPORATION  
Ref. Number: W95000017893

We have received your document for H & S CATTLE CORPORATION and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6926.

Sheldon Bream  
Document Specialist

Letter Number: 995A00041210

**ARTICLES OF INCORPORATION  
OF  
H & S CATTLE CORPORATION**

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CLERK OF COURT

**ARTICLE I NAME**

The name of this corporation is H & S Cattle Corporation.

**ARTICLE II PURPOSE**

The special purpose of the business is to feed, sell, buy, breed and raise cattle and all other purposes authorized by law.

**ARTICLE III CAPITAL STOCK**

(a) The maximum number of shares of stock which this corporation is authorized to have outstanding at any time shall be 1000 shares of voting common stock, par value per share \$1.00. All stock issued shall be fully paid and non-assessable.

(b) The shares of stock to be issued by the corporation shall be issued, accepted, and held subject to the following provisions and restrictions upon sales and transfers thereof:

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees, and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer, any stock or share of stock in the corporation, such stockholder must by giving written notice of such desires to a majority of the Board of Directors, first afford to the corporation or the nominee of the Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing between such stockholders and the corporation or such nominee, or in default of such agreement, at a price equal to the fair market value of said stock, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been completed and any attempt to transfer such stock in any other manner will be void.

#### ARTICLE IV PERPETUAL EXISTENCE

The said corporation shall have perpetual existence.

#### ARTICLE V PRINCIPAL OFFICE

The principal office of said corporation is to be located at 887 Meadowlark Court, Winter Haven, Florida 33884.

#### ARTICLE VI NUMBER OF DIRECTORS

There shall not be less than 1 nor more than 5 Directors of said corporation; provided, however, that the number of Directors of said corporation may be increased in any manner now or hereafter authorized by law.

#### ARTICLE VII INITIAL BOARD OF DIRECTORS

The names of the first Board of Directors, and their addresses, who, subject to the provisions herein contained and of the By-laws of said corporation and of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, shall hold office for the first year of the corporation's existence, or until their successors are elected and have qualified, are the following:

<u>Name</u>	<u>Address</u>
Clinton Lewis Stokes	887 Meadowlark Court, Winter Haven, FL 33884
Larry Carlyle Hansel	1978 West Ridge Road, Los Angeles, CA 90045
Glenda Stokes	887 Meadowlark Court, Winter Haven, FL 33884

#### ARTICLE VIII INCORPORATORS

The names and post office address of the several subscribers of these Articles, and the number of shares of stock of said corporation which each agree to take are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>
Rodney Durrance, Jr.	101 Avenue C, S.W., Ste. 508 Winter Haven, FL 33880	1000

### **IX OFFICERS**

The officers of said corporation shall be a President, Secretary and Treasurer, and such other officers and agents as may be deemed necessary. All officers, agents and Directors shall be chosen in such manner, shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the By-laws or determined by the Board of Directors. Any person may hold two or more offices except that the President shall not also be the Secretary or Assistant Secretary of the corporation.

### **ARTICLE X RIGHT TO AMEND**

Said corporation reserves the right to amend, alter or change or repeal any provision contained in these Articles in the manner now or hereafter permitted by law or prescribed by Statute, and all rights conferred upon the stockholders herein are granted subject to this reservation.

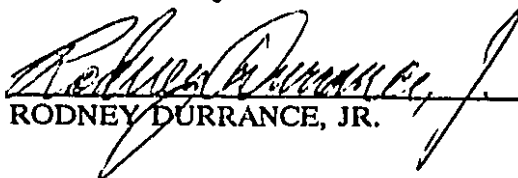
### **ARTICLE XI INITIAL REGISTERED AGENT AND ADDRESS**

The name and address of the initial registered agent is:

Clinton Lewis Stokes  
887 Meadowlark Court  
Winter Haven, FL 33884

IN WITNESS WHEREOF, we, the undersigned, being such and all of the original subscribers to the capital stock hereinbefore named, for the purpose of forming a corporation to do business both within and without the State of Florida and in pursuance of the Florida General Corporation Act, Chapter 607, Florida Statutes, as amended, do hereby jointly and severally declare and certify that the facts herein stated are true and that we have

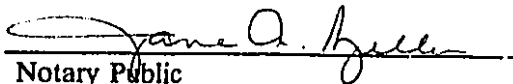
associated ourselves together for the purpose of becoming a corporation under the said Laws of the State of Florida, and to hereby respectively agree to take the number of shares of stock hereinbefore set forth and stated, and accordingly we have hereunto set our hands and seals at Polk County, Florida, this 29<sup>th</sup> day of August, 1995.

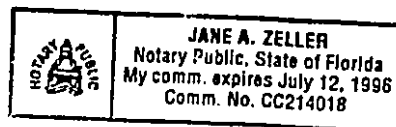
 (SEAL)  
RODNEY DURRANCE, JR.

STATE OF FLORIDA  
COUNTY OF POLK

BE IT REMEMBERED, that on this 29<sup>th</sup> day of August, 1995, RODNEY DURRANCE, JR., who is personally known to me, appeared before me, a Notary Public of the State of Florida, to be the party to the foregoing Articles of Incorporation, and acknowledged the said Articles to be his free act and deed, and that the facts therein stated are truly set forth, and that he has associated himself with the other parties to the foregoing Articles for the purpose of becoming a corporation under the laws of the State of Florida.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 29<sup>th</sup> day of August, 1995, at Polk County, Florida.

  
Notary Public  
JANE A. ZELLER  
Printed or Typed Signature  
State of Florida at Large  
My Commission Expires: (SEAL)



**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: H & S Cattle Corporation
2. The name address of the Registered Agent and office is: Clinton Lewis Stokes, 887 Meadowlark Court, Winter Haven, FL 33884.

Signature *Clinton Lewis Stokes*  
(Corporate Officer)

Title *Sec. Treas.*

Date *August 29, 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 *C. Lewis Stokes*

Date *Aug 29-1995*

FILED  
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TALLAHASSEE, FLORIDA