

*P96000000678*  
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December 21, 1995

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

100001671231  
-12/26/95--01113--003  
\*\*\*\*122.50 \*\*\*\*122.50

RE: TRAILCO AND COMPANY, INC.

Enclosed is original and one copy of Articles of Incorporation and Designation of Registered Agent. Also enclosed is our check in the amount of \$122.50 to cover the filing fees (Articles - \$35; Designation of RA - \$35; certified copy of Articles - \$52.50).

If the enclosed documents meet with your approval, please file and forward a certified copy to our office. We would appreciate your returning by Express Mail (our account number is 320805 and we have enclosed a return label).

Thank you,

*Ruth West*  
Ruth West  
Legal Assistant to Donald E. Holmes

enclosures

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95 DEC 26 PM 3:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Donald E. Holmes* GAVE  
AUTHORIZATION BY PHONE TO

CORRECT *Change Corp Name*

DATE *1-3-96*

DOC EXAM *Devin Brown*

D. BROWN JAN - 3 1996

**ARTICLES OF INCORPORATION**

**OF**

**TRAILCO AND COMPANY, INC.**

The undersigned, a natural person competent to contract, hereby makes, subscribes, acknowledges and adopts the following Articles of Incorporation for the purpose of forming a corporation under the laws of the State of Florida:

**ARTICLE I - NAME**

The name of the corporation is TRAILCO AND COMPANY, INC.

**ARTICLE II - DURATION**

This corporation shall have perpetual existence commencing upon the filing of these Articles of Incorporation with the Department of the State of Florida.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any activity or transacting any business permitted under the laws of the State of Florida and the laws of the United States of America.

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue ninety-nine (99) shares of common stock having a par value of one (\$1.00) per share.

**ARTICLE V - PRE-EMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this 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 pre-empted 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 pre-emptive rights. This right may also be waived by affirmative written waiver

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submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

**ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT**

The principal office and mailing address of the initial registered office of this corporation is 1202 Carr Street, Palatka, Florida 32177, and the name of the initial registered agent at that address is Randall S. Mathews.

**ARTICLE VII - BOARD OF DIRECTORS**

This corporation shall have two directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by by-laws adopted by the stockholders, but shall never be less than one. The names and addresses of the initial members of the board of Directors of this corporation are:

Randall S. Mathews- 1202 Carr Street, Palatka, Florida 32177

Robert K. Easterling- 1202 Carr Street, Palatka, Florida 32177

**ARTICLE VIII - INCORPORATOR**

The name and address of the Incorporator to these Articles of Incorporation is:

Randall S. Mathews- 1202 Carr Street, Palatka, Florida 32177

**ARTICLE IX - INSURANCE**

The corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the corporation, or who served, at the request of the corporation, as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such.

**ARTICLE X - DIRECTOR CONFLICT OF INTEREST**

a. No contract or other transaction between the corporation and one or more of its directors, or between the corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are

present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. If the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested directors or directors; or

2. If such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. If the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, a committee or the shareholders.

b. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

#### ARTICLE XI - AMENDMENT

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment to them through action of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21th day of December, 1995.

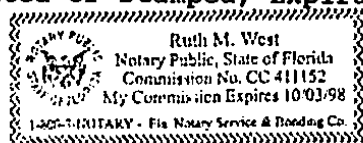
Randall S. Mathews  
Randall S. Mathews  
Incorporator

STATE OF FLORIDA  
COUNTY OF PUTNAM

The foregoing instrument, Articles of Incorporation of TRAILCO, INC., was acknowledged before me this 21st day of December, 1995, by Randall S. Mathews, who is personally known to me or who has produced her driver's license as identification.

Ruth M. West  
Name of Acknowledger Typed,  
Printed or Stamped, Expiration

Ruth M. West  
Signature of person taking  
acknowledgment



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING REGISTERED  
AGENT AND OFFICE**

In compliance with Sections 48091 and 607.034, Florida Statutes, the following is submitted:

That TRAILCO AND COMPANY, <sup>Inc.</sup> desiring to organize and qualify as a corporation under the laws of the State of Florida, with its initial registered office 1202 Carr Street, Palatka, Florida 32177 has named Randall S. Mathews located at 1202 Carr Street, Palatka, Florida 32177 as its Registered Agent to accept service of process within the State of Florida; and

That, having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, Randall S. Mathews hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper performance of his/her duties.

Randall S. Mathews  
Randall S. Mathews

STATE OF FLORIDA  
COUNTY OF PUTNAM

I HEREBY CERTIFY that on this day personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, Randall S. Mathews, who is personally known to me or who has produced drivers license, as identification, who acknowledged before me that he/she is the person described in and who executed the foregoing instrument and he/she acknowledged before me that he/she executed the same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Palatka, County of Putnam, and State of Florida, this 21st day of December, 1995.

Ruth M. West  
Notary Public -  
My Commission Expires: 10 3 98

