

P 9 6 0000 3877

LAW OFFICES

SALTER, FEIBER, YENNER & MURPHY

POST OFFICE DRAWER 1889

GAINESVILLE, FLORIDA 32602-1889

JAMES G. FEIBER, JR.
DENISE LOWMY HUTSON
MELISSA JAY MURPHY
JAMES D. SALTER, P.A.
TRACY PROCTOR WILLIAMSON
NANCY E. YENNER, P.A.

703 NORTHEAST 1ST STREET
GAINESVILLE, FLORIDA 32601
TELEPHONE (904) 376-8201
FACSIMILE (904) 376-7990

January 5, 1996

Corporate Records Bureau
Division of Corporations
Department of State
P.O. Box 6427
Tallahassee, FL 32301

100001682561
-01/09/96--01066--004
*****122.50 *****122.50

In re: Haile Marketplace, Inc.

Dear Sir/Madam:

Enclosed please find an original and one (1) copy each of the Articles of Corporation for the above-referenced corporations.

Also enclosed please find this firm's checks in the amount of \$122.50 each for the following:

Filing Fee	\$ 35.00
Registered Agent Designation	35.00
Certification Copy of Articles	<u>52.50</u>
	\$122.50

FILED
JAN 9 PM 1:13
TALLAHASSEE, FLORIDA

We appreciate your cooperation in this matter. If you require any further information or have any questions, please advise.

Sincerely yours,

Michelle K. Womble

Michelle K. Womble
Legal Assistant to
James D. Salter

/mkw
Enclosures

**ARTICLES OF INCORPORATION
OF**

HAILE MARKETPLACE, INC.

THE UNDERSIGNED Incorporator does hereby agree to incorporate a corporation for profit under the laws of the State of Florida, of the United States of America, by and under the provisions and statutes of that State, providing for the formation, liability, rights, privileges, benefits and obligations conferred and imposed by said law on corporations organized pursuant to the provisions thereof, and hereby makes, subscribes and acknowledges and files these Articles of Incorporation as follows:

**ARTICLE I
NAME OF CORPORATION**

1.01 NAME. -- The name of this corporation shall be **HAILE MARKETPLACE, INC.**

**ARTICLE II
GENERAL NATURE OF BUSINESS**

2.01 POWERS. -- This corporation may engage in any activity or business permitted under F.S. 607 of the laws of the State of Florida.

**ARTICLE III
STOCK**

3.01 NUMBER. -- The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is one class of Common Stock totalling 1000 shares and having a par value of \$1.00 per share.

**ARTICLE IV
CAPITAL**

4.01 AMOUNT. -- The amount of capital with which this corporation shall begin business is not less than \$500.00.

**ARTICLE V
CORPORATE EXISTENCE**

5.01 DURATION. -- This corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VI
ADDRESS OF CORPORATION AND REGISTERED AGENT**

6.01 PRINCIPAL OFFICE. -- The street address of the principal office of the proposed corporation in the State of Florida is 5300 S.W. 91st Terrace, Gainesville, Florida 32608-7124.

6.02 RELOCATION. -- The Board of Directors may from time to time move the principal office to any other address in Florida.

6.03 REGISTERED AGENT. -- The initial registered agent of the corporation is ROBERT B. KRAMER and his business office and address is 5300 S.W. 91st Terrace, Gainesville, Florida 32608-7124.

**ARTICLE VII
NUMBER OF DIRECTORS**

7.01. NUMBER. -- The initial number of Directors of this corporation shall be three (3).
The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

**ARTICLE VIII
NAMES AND ADDRESSES OF BOARD OF DIRECTORS**

8.01 DESIGNATION. -- The names and street addresses of the first Board of Directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Kramer	5300 S.W. 91st Terrace Gainesville, Florida 32608-7124
Matthew Kaskel	5300 S.W. 91st Terrace Gainesville, Florida 32608-7124
David B. Fleeman	5300 S.W. 91st Terrace Gainesville, Florida 32608-7124

**ARTICLE IX
NAME AND ADDRESS OF INCORPORATOR**

9.01 DESIGNATION. -- The name and street address of the incorporator of the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Robert B. Kramer	5300 S.W. 91st Terrace Gainesville, Florida 32608-7124

**ARTICLE X
SPECIAL PROVISIONS**

10.01 POWERS OF BOARD OF DIRECTORS. -- In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To make, amend and alter the By-Laws of this

corporation;

(2) To fix the amount to be reserved as working capital over and above its capital stock paid in;

(3) From time to time to determine whether and to what extent and at what times and places and under what conditions and regulations the accounts of the corporation other than the stock book, or any of them, shall be open to inspection of the Stockholders; and no Stockholder shall have any right of inspection of any account book or document of this corporation except as conferred by statute unless authorized by resolution of the Stockholders or Directors.

10.02 DISPOSITION OF ASSETS. -- Pursuant to the affirmative vote of Stockholders of record, holding stock in the corporation entitling them to exercise at least a majority of the voting power, given at a Stockholders' meeting duly called for that purpose, or when authorized by the written consent of Stockholders of record holding stock in the corporation entitling them to exercise at least a majority of the voting power, the Board of Directors shall have power and authority at any meeting to sell, lease, or exchange all of the property and assets of this corporation, including its corporate franchises, or any property or assets essential to the business of the corporation, upon such terms and conditions as its Board of Directors deems expedient for the best interests of the corporation.

10.03 POWERS. -- This corporation may in its By-Laws confer powers upon its Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statutes.

10.04 PREEMPTIVE RIGHTS. -- No holder of any class of stock of the corporation shall have any preferential, preemptive or other right to subscribe for or to purchase from the corporation any class of stock of the corporation not now authorized, or to purchase any bonds, certificates of indebtedness, debentures, notes, obligations or other securities, which the corporation may at any time issue, whether or not the same shall be convertible into stock of the corporation of any class or shall entitle the owner or holder to purchase stock of the corporation of any class.

10.05 SELF-DEALING. -- No contract or other transaction between the corporation and any other 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 interested in, or is a Director or Officer, or are Directors or Officers of such other corporation and any Director or Directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, in which the corporation is interested, and no contract, act or transaction, in the absence of fraud, shall be affected or invalidated by the fact that any Director or Directors of the corporation is a party or are parties to or interested in such contract, act or transaction, or in any way connected with such person or persons, firm or corporation, and

each and every person who may become a Director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in anywise interested. Any Director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

10.06 MEETINGS. -- Both Stockholders and Directors shall have power, if the By-Laws so provide, to hold their meetings within or without the State of Florida, and to keep the books of this corporation (subject to the provisions of the applicable statutes) outside of the State of Florida at such places as may from time to time be designated by the Board of Directors.

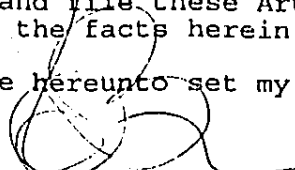
10.07 AMENDMENT. -- These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

10.08 CUMULATIVE VOTING. -- Every Stockholder, having the right to vote for Directors of this corporation shall be entitled to vote, in person or by proxy, as many votes as shall equal the product of the number of Directors to be elected multiplied by the number of shares entitling the person to vote. The person voting may cast the votes thus computed for as many candidates as are to be elected, with the votes distributed among the candidates in proportions to be determined by the person voting, or he may accumulate the number of votes thus computed and cast them, on the same principle, for one candidate or among as many candidates as he shall desire.

10.09 STOCK TRANSFER RESTRICTIONS. -- The Board of Directors or the Stockholders of this corporation may, by the adoption of appropriate By-Laws for this corporation, not in contravention with statutes of the State of Florida under which this corporation is organized, authorize whatever reasonable transfer restrictions on the transfer of the Capital Stock of this corporation as they shall deem appropriate.

THE UNDERSIGNED, being the Incorporator to the Capital Stock hereinto named, for the purpose of forming a corporation to do business both within and without the State of Florida, does make, subscribe, acknowledge and file these Articles, hereby declaring and certifying that the facts herein stated are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 5th day of January, 1996.


ROBERT B. KRAMER

(SEAL)

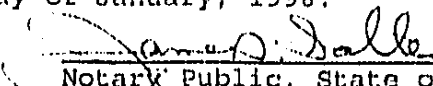
STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared the following incorporator:

ROBERT B. KRAMER

to me well known and known to me to be the individual described
in and who executed the foregoing Articles of Incorporation, and
he acknowledged before me that he executed the same for the
purposes therein expressed.

WITNESS my hand and official seal in the County and State
above named this 5th day of January, 1996.


Notary Public, State of Florida
at Large
My commission expires:

(SEAL)

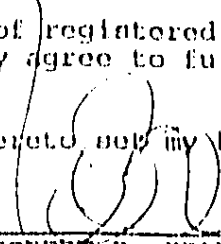


JAMES D. SALTER
MY COMMISSION # CC 387128
EXPIRES May 30, 1998
BONDED THRU ATLANTIC BONDING, INC

CERTIFICATE OF REGISTERED AGENT

I HEREBY accept designation of registered agent for
HAILE MARKETPLACE, INC., and hereby agree to fulfill the
obligations thereof.

5th IN WITNESS WHEREOF, I have hereto set my hand and seal this
day of January, 1996.



ROBERT B. KRAMER

STATE OF FLORIDA
COUNTY OF ALACHUA

BEFORE ME personally appeared the following registered
agent: ROBERT B. KRAMER

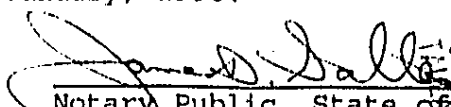
to me well known and known to me to be the individual described
in and who executed the foregoing Certificate of Registered
Agent, and he acknowledged before me that he executed the same
for the purposes therein expressed.

WITNESS my hand and official seal in the County and State
above named this 5th day of January, 1996.

(SEAL)



JAMES D. SALTER
MY COMMISSION # CC 367128
EXPIRES May 30, 1996
BONDED THRU ATLANTIC BONDING, INC.



Notary Public, State of Florida
at Large.

My Commission Expires:

FILED
96 JAN -9 PM 1:13
CLERK OF STATE
TALLAHASSEE, FLORIDA

P960000003877

LAW OFFICES

SALTER, FEIDER, YENSER & MURPHY, P.A.

POST OFFICE DRAWER 1589
GAINESVILLE, FLORIDA 32602-1589

JAMES G. FEIDER, JR.
DENISE LOWRY HUTSON
SHANNON M. MILLER
MELISSA JAY MURPHY
JAMES D. SALTER
NANCY E. YENSER

703 NORTHEAST 1ST STREET
GAINESVILLE, FLORIDA 32601
TELEPHONE (352) 376-0201
FAX (352) 376-7000
REAL ESTATE FAX (352) 376-0648

May 2, 1996

Secretary of State
Division of Corporation
The Amendment Section
P.O. Box 6327
Tallahassee, FL 32314

600001811946
-05/07/96--01144--004
*****87.50 *****87.50

In re: Haile Marketplace, Inc.

Dear Sir or Madam:

Please find enclosed the following:

1. Original and one copy of the Amendment to Haile Marketplace, Inc. Please file and return a certified copy.
2. A check in the amount of \$87.50.

Should you have any questions, please call.

Sincerely yours,

James D. Salter

James D. Salter

JDS/mkw

SH 6/7
Amend.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

95 JUN 13 AM 8:16

FILED



FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

May 14, 1996

James D. Salter
Salter, Felber et al
P.O. Drawer 1589
Gainesville, FL 32602-1589

SUBJECT: HAILE MARKETPLACE, INC.
Ref. Number: P96000003877

We have received your document for HAILE MARKETPLACE, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Amendments for Florida profit corporations are filed in compliance with section 607.1006, Florida Statutes. Please see the enclosed information.

The word "initial" or "first" should be removed from the article regarding directors, officers, and/or registered agent, unless these are the individuals originally designated at the time of incorporation.

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) 487-6908.

Steven Harris
Corporate Specialist

Letter Number: 196A00023833

LAW OFFICES
SALTER, FEIBER, YENSER & MURPHY, P.A.

POST OFFICE DRAWER 1589
GAINESVILLE, FLORIDA 32602-1589

JAMES O. FEIBER, JR.
DENISE LOWMY HUTSON
SHANNON M. MILLER
MELISSA JAY MURPHY
JAMES D. SALTER
NANCY E. YENSER

703 NORTHEAST 1ST STREET
GAINESVILLE, FLORIDA 32601
TELEPHONE (352) 376-8201
FAX (352) 376-7906
REAL ESTATE FAX (352) 376-0648

June 11, 1996

Secretary of State
Division of Corporation
The Amendment Section
P.O. Box 6327
Tallahassee, Florida 32314


In Re: Haile Marketplace, Inc.

Dear Sir or Madam:

Please find enclosed a revised Amendment to Haile Marketplace, Inc. I hope the corrections are to your satisfaction.

Should you have any questions, please call.

Sincerely yours,


Michelle K. Womble
Legal Secretary to
James D. Salter

/mkw

RECEIVED
95 JUN 13 AM 8:40
DIVISION OF CORPORATIONS

FILED
95 JUN 13 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AMENDMENT TO
HAILE MARKETPLACE, INC.

THIS AMENDMENT dated this 5th day of June, 1996, and executed by the President of HAILE MARKETPLACE, INC. hereby amends pursuant to section 607.1006, Florida Statute the Articles of Incorporation as follows:

1. ARTICLE VII is hereby amended to read as follows:

ARTICLE VII
NUMBER OF DIRECTORS

7.01 NUMBER. -- The number of Directors of this corporation shall be one (1).

The number of Directors may be increased or diminished from time to time by By-Laws adopted by the Stockholders.

2. ARTICLE VIII is hereby amended to read as follows:

ARTICLE VIII
NAMES AND ADDRESSES OF BOARD OF DIRECTORS

8.01 DESIGNATION. -- The names and street addresses of the Board of Directors of this corporation are as follows:

NAME

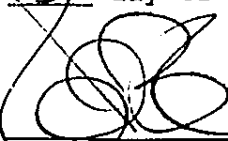
ADDRESS

Robert B. Kramer

5300 S.W. 91st Terrace
Gainesville, FL 32608-7124

3. The date of each amendment's adoption is June 4, 1996.
4. The amendments were approved by the shareholders.
The number of votes cast for the amendments were sufficient.


IN WITNESS WHEREOF, the parties hereto have set their hands and affixed the seal of the corporation to this Amendment this 5 day of June, 1996.


Witness


Witness

HAILE MARKETPLACE, INC.

BY:


LYNDA MAXEY, President

STATE OF FLORIDA
COUNTY OF ALACHUA

The foregoing instrument was acknowledged before me this ____ day of June, 1996, by **LYNDA MAXEY as President of HAILE MARKETPLACE, INC.**, a Florida corporation, on behalf of said corporation. Such person(s):

- ☒ is/are personally known to me.
- ☐ produced a current Florida Driver's license as identification.
- ☐ produced _____ as identification.

(SEAL)

Terry Luther
Print Name: _____
Notary Public, State of Florida
My Commission Expires:
Serial Number:

C:\SALTER3\CORP\IMP.AMD

TERRY LUTHER
Notary Public, State of Florida
My comm. expires JUNE 22, 1997
Comm. No. CC293451