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ATTORNEY AT LAW  
P.O. BOX 202  
PORT ST. JOE, FLORIDA 32456  
904-227-3113

January 16, 1996

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

EFFECTIVE DATE  
Jan 16, 1996

200001692762  
-01/19/96--01019--004  
\*\*\*\*122.50 \*\*\*\*122.50

Dear Sirs:

Please find enclosed for filing the Articles of Incorporation of George Hean Company, Inc. and a check in the amount of \$122.50. Please provide this office with a certified copy upon filing. Thank you for your assistance in this matter.

Very truly yours,

*Timothy J. McFarland*  
Timothy J. McFarland

TJMc/llb  
enclosure as stated

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 JAN 18 PM 4:25

FILED

GB 1/22/96

**ARTICLES OF INCORPORATION**

**OF**

**GEORGE HEAN COMPANY, INC.**

**FILED**

96 JAN 18 PM 4:27

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporators of a corporation under the Florida General Corporations Act, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME**

The name of the corporation is George Hean Company, Inc.

EFFECTIVE DATE  
Jan. 16, 1996

**ARTICLE II - GENERAL PURPOSE**

The general purpose for which the corporation is organized is for the transaction of any or all lawful business for which corporations may be incorporated under the Florida General Corporations Act.

**ARTICLE III - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Two Hundred Thousand (200,000) shares of common stock, each share having a par value of One Dollar (\$1.00), initial issue, 50,000 shares of the capital stock of the corporation shall be issued for cash and/or services at a value of \$1.00 per share.

Authorized capital stock may be paid in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

**ARTICLE IV - INITIAL BUSINESS OFFICE**

The initial business office of the above named corporation shall be in Gulf County, Florida at the following address:

398 Victoria Avenue, H.V., Port St. Joe, Fl. 32456

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

The street address of the initial registered office of this corporation is 398 Victoria Avenue, H.V., Port St. Joe, Fl. 32456 and the name of the initial registered agent at that address is Sharon S. Hean.

#### **ARTICLE VI - DIRECTORS**

The corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than seven (7).

#### **ARTICLE VII - INITIAL DIRECTORS**

The names and address of the initial directors who shall hold office until his successor or successors is elected and has qualified, is:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
George H. Hean	398 Victoria Avenue, H.V. Port St. Joe, Fl. 32456
Sharon S. Hean	398 Victoria Avenue, H.V. Port St. Joe, Fl. 32456

#### **ARTICLE VIII - INCORPORATORS**

The name and street address of the incorporator of these Articles of Incorporation, is as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Sharon S. Hean	398 Victoria Avenue, H.V. Port St. Joe, Fl. 32456

#### **ARTICLE IX - TRANSACTIONS IN WHICH DIRECTORS ARE INTERESTED**

In the event that the corporation enters into contracts or transacts business with one or more of its Directors, or with any firm of which one or more of its Directors are members or employees, or with any other corporation or association of which one or more of its Directors are shareholders, directors, officers or employees, such contract shall not be invalidated or in anywise affected by the fact that such Director or Directors have or may have interests therein which might be adverse to the interests of the corporation, even though the vote of the Director or Directors having such adverse interests shall have been necessary to obligate the corporation upon such contract or obligation.

PROVIDED, HOWEVER, that in any such case the fact of such interest shall be disclosed to the other Directors or shareholders acting upon or in reference to such contract or transaction. No Director or Directors having disclosed such adverse interests shall be liable to the corporation or to any shareholder or creditor thereof or to any other person for any loss incurred by it under or by reason of any such contract or transaction, nor shall any such Director or Directors be accountable for any gains or profits realized thereof. PROVIDED, also that such contract or transaction shall, at the time at which it was entered into, have been a reasonable one to have been entered into and shall have been upon terms that, at the time, were fair.

#### **ARTICLE X - INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all costs and expenses reasonably incurred or imposed upon him in connection with or arising out of any claim, demand, action, suit or proceedings in which he may be involved or to which he may be made a party by reason of his being or having been a Director or Officer of the Corporation (said expenses to include attorney's fees and the costs of reasonable settlements made with a view of curtailment of costs of litigation), except in such action, suit or proceedings to have been derelict in the performance of his duty, as such Officer or Director. Such right of indemnification shall be exclusive of any other rights to which a Director or Officer may be entitled under any regulations, agreements, vote of stockholders, or to which he may be entitled as a matter of law, and the rights of indemnification shall inure to the benefit of the heirs, executors and the administrators of any such Director or Officer.

#### **ARTICLE XI - EFFECTIVE DATE**

These Articles of Incorporation shall be effective upon subscription and acknowledgment of these Articles, except that in the event the Articles are not file with the Department of State of Florida within five (5) days, exclusive of legal holidays, after subscription and acknowledgment hereof, corporate existence shall begin when these Articles are filed with the Department of State.

#### **ARTICLE XII - 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 stockholder's meeting by a majority of the stock entitled to a vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intentions that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XII - CONSENT IN WRITING IN LIEU OF MEETING**

Any action that may be taken at a meeting of the stockholders of this corporation may be taken without a formal meeting, if consent in writing setting forth the action shall be signed by all, but not less than all, of the shareholders of the corporation entitled to vote on the action and shall be filed by the Secretary of the Corporation. This consent shall have the same effect as a unanimous vote at a Shareholder's meeting. If all of the Directors, severally or collectively, likewise consent in writing or writings evidencing their consent are filed with the Secretary of the Corporation, the action shall be as valid as though it has been authorized at a meeting of the Board of Directors.

#### **ARTICLE XIV - PRE-EMPTIVE RIGHTS**

Every shareholder, upon the sale for cash or issuance of any new stock of this corporation shall have the right to purchase or acquire his prorata share thereof at the price or upon the condition at which it is offered to others.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation, this 16<sup>th</sup> day of January, 1996.

Sharon S. Hean  
Sharon S. Hean

STATE OF FLORIDA  
COUNTY OF GULF

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared Sharon S. Hean, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and has acknowledged before me that he subscribed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 16<sup>th</sup> day of January, 1996.

Lisa Lynn Bryant  
NOTARY PUBLIC, STATE OF FLA.

MY COMMISSION EXPIRES:



LISA LYNN BRYANT  
My Commission CC464680  
Expires Sep. 11, 1999

#### **CERTIFICATE OF DESIGNATION**

**REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of 607.0501 and 621.13, 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: George Hean Company, Inc.
2. The name and address of the registered agent and office is:

Sharon S. Hean, 398 Victoria Ave., H.V., Port St. Joe, Fl. 32456

#### **ACKNOWLEDGMENT**

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

By: Sharon S. Hean

Date: January 16, 1996

FILED  
96 JAN 18 PM 4:27  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA