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February 16, 1996

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Beth Register  
Florida Department of State  
DIVISION OF CORPORATIONS  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: SHOOT & HOPE, INC.

Dear Ms. Register:

Enclosed is the Articles of Incorporation for the above referenced corporation, along with our firm's check in the amount of \$122.50 representing filing fees for same.

In the event you have any questions regarding the enclosure, please do not hesitate to contact our office.

Sincerely yours,

*Charles H. Burns*

Charles H. Burns

CHB/rhb

Enclosures

Ruth GAVE

AUTHORIZATION BY PHONE TO  
CORRECT RA acceptance

DATE 2/22/96

DOC. EXAM. BR

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96 FEB 22 PM 1:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**

**OF**

**SHOOT & HOPE, INC.**

THE UNDERSIGNED, for the purpose of forming a corporation pursuant to Chapter 607, of the laws of the State of Florida, do hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation shall be:

**SHOOT & HOPE, INC.**

**ARTICLE TWO**

This Corporation shall exist in perpetuity commencing date of the filing of these Articles of Incorporation Secretary of State.

**ARTICLE THREE**

This corporation is organized for the purpose of engagement in every aspect and phase of the real estate property management business, including the acquisition of residential and commercial property; and furthermore to engage in every transaction of any and all business permitted under the laws of the United States and the State of Florida.

**ARTICLE FOUR**

The aggregate number of shares which this corporation is authorized to issue shall be **ONE THOUSAND**. Such shares shall be of a single class and shall have a par value of **ONE DOLLAR** per share, which shall be designated "Common Shares".

**ARTICLE FIVE**

The holders of record of the Common Shares shall be entitled to cash dividends when and as declared by the Board of Directors in the resolution authorizing such cash dividends.

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding Common Shares.

Every shareholder, upon the sale for cash of any new stock of this corporation, 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.

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TALLAHASSEE, FLORIDA

#### ARTICLE SIX

The name of the initial registered agent of this corporation is CHARLES H. BURNS.

The address of the initial registered office of this corporation is 1080 E. Indiantown Road, Jupiter, Florida 33477.

The principal office of the corporation is the same as registered office.

#### ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of this corporation shall be two. The number of directors may be increased from time to time by the By-Laws but shall never be less than one. The name and address of the persons who are to serve as the members of the initial Board of Directors are:

CHARLES H. BURNS  
1080 E. Indiantown Road  
Jupiter, Florida 33477

CAREY B. CARTER  
8816 Timbermill Run  
Fort Wayne, Indiana 46804

#### ARTICLE EIGHT

The names and addresses of the incorporators are:

CHARLES H. BURNS  
1080 E. Indiantown Road  
Jupiter, Florida 33477

CAREY B. CARTER  
8816 Timbermill Run  
Fort Wayne, Indiana 46804

#### ARTICLE NINE

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

#### ARTICLE TEN

The affirmative vote of two-thirds of the shares of this corporation, represented at a meeting at which a quorum is present, shall be required to amend these Articles of Incorporation so as to increase or decrease the authorized number of shares, or change the designations, preferences, qualifications, limitations and restrictions; or to merge or consolidate the corporation with or into any other corporation; or to sell, lease, or convey all or substantially all of the assets of the corporation, or voluntarily to dissolve, liquidate, or wind up its affairs.

**ARTICLE ELEVEN**

This corporation will indemnify any person who was or is a party or is threatened to be made a party to any suit or proceeding by reason of the fact that he or she is or was a director or officer of the corporation, against any and all expenses, judgments, and amounts paid in settlement incurred by him or her in connection with such action, suit or proceedings, except for an officer or director who is adjudged guilty of willful misfeasance or willful malfeasance in the performance of his or her duties.

Charles H. Burns  
CHARLES H. BURNS as incorporator  
and accepting the designation as the  
registered agent.

Carney B. Carter  
CARNEY B. CARTER

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96 FEB 22 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA