

P96000018105

CHESSEK, WINGARD, BARR, WHITNEY,  
FLOWERS & FLEET, P. A.

D. MICHAEL CHESSEK  
HARRY E. BARR  
BOBBY L. WHITNEY, JR.  
MICHAEL A. FLOWERS  
H. BART FLEET

1201 EOLIN PARKWAY  
SHALIMAH, FLORIDA 32670  
(904) 681-8944  
FAX (904) 681-8084

J. D. WINGARD, JR.  
(OF COUNSEL)

February 23, 1996

400001724174  
-02/26/96--01068--012  
\*\*\*\*122.50 \*\*\*\*122.50

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: ARTICLES OF INCORPORATION

Dear Sir or Madam:

Enclosed are the original and one (1) copy of Articles of Incorporation for  
PLAYGROUND PROPERTIES, INC., to be filed with the Secretary of State. Enclosed  
also is a check in the amount of One Hundred Twenty Two and 50/100 (\$122.50) Dollars  
to cover the following fees:

a. Profit corporation filing fee:	\$ 35.00
b. Registered Agent designation:	\$ 35.00
c. Certified copy:	\$ 52.50

TOTAL REMITTANCE: \$122.50

Thank you for your attention to this matter.

Sincerely,

*[Handwritten signature]*

*[Handwritten signature: Alison Cartwright]*

Alison Cartwright  
LEGAL SECRETARY TO D. MICHAEL CHESSEK

FILED  
56 FEB 26 AM 8:46  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

February 20, 1996

CSC NETWORKS

The name PLAYGROUND PROPERTIES, INC. has been reserved for 120 days beginning February 20, 1996. The reservation number is R9600000901 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Judy Eure

Letter number: 896A00007394

**ARTICLES OF INCORPORATION  
OF  
PLAYGROUND PROPERTIES, INC.**

RECEIVED  
FEB 26 AM 8:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, acting as incorporators of a corporation under the Florida General Corporation Act, adopt the following Articles of Incorporation for such corporation:

**ARTICLE I - NAME AND ADDRESS**

The name of the corporation is Playground Properties, Inc., with the address of 1791 Autumn Lane Ft. Walton Beach, Florida 32547.

**ARTICLE II - PERIOD OF EXISTENCE**

The period of duration for the corporation is perpetual.

**ARTICLE III - PURPOSE**

The purpose of this corporation will be to own and develop real property in and around Okaloosa County, Florida and to offer the property for sale or rent to the public. The Corporation may borrow money, may execute notes and mortgages, may convey its real property, and may own and deal in all manners of property, both real and personal. The Corporation may also be engaged in any other activity not specifically prohibited by the law of the states in which it does business.

**ARTICLE IV - SHARES**

**NUMBER:** The aggregate number of shares that the corporation shall have the authority to issue is 1000 shares of Capital Stock with a par value of \$1.00 per share.

**INITIAL ISSUE:** Such shares as may be considered to be in the best interest of the corporation shall be issued from time to time, but in any event the corporation shall have an initial capital of at least \$1,000.00

**STATED CAPITAL:** The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

**DIVIDENDS:** The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Shareholder, dividends payable either in cash, in property, or in shares of the Capital Stock of the corporation.

**NO CLASSES OF STOCK:** The shares of the corporation are not to be divided into classes.

**NO SHARE IN SERIES:** The corporation is not authorized to issue shares in series.

#### **ARTICLE V - ADDRESS AND REGISTERED AGENT**

The address of the initial registered agent of the corporation in the State of Florida shall be, 1791 Autumn Lane, Ft. Walton Beach, Florida 32547. The name of the initial registered agent of the corporation at the above address shall be Son P. Simmons. The Shareholder may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

#### **ARTICLE VI - BOARD OF DIRECTORS**

The business of the corporation shall be managed by the shareholders. There shall be no Board of Directors.

#### **ARTICLE VII - OFFICERS**

The corporation shall have a President, and a Secretary and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be had by the same person.

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

The names and addresses of the initial incorporators are as follows:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
Son P. Simmons, President	1791 Autumn Lane Ft. Walton Beach, FL 32547
Eugene B. Simmons, Secretary	1791 Autumn Lane Ft. Walton Beach, FL 32547

#### **ARTICLE IV - AMENDMENT**

The shareholders shall have the power to adopt, amend, alter, change or repeal the Articles of Incorporation when proposed and approved at a stockholders' meeting, with not less than a majority vote of the common stock.

#### **ARTICLE X - LIMITATIONS ON STOCK TRANSFER**

(a) The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Shareholder, such of the

shares of stock of this corporation as may be issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive right of any holder is determined by the ratio of the authorized and issued shares of common stock held by the holder to the total of all shares of common stock currently authorized and issued.

(b) No stock may be transferred to any person other than an initial stockholder without written consent of all other stockholders.

#### **ARTICLE XI - CONTRACTS INVOLVING OFFICERS**

(a) No contract or other transaction between the corporation and one or more of its officers, or between the corporation and any other corporation, firm, or entity in which one or more of the corporation's officers are officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such officer(s) are present at or participate in the meeting of the Officers or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Shareholder or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested director or directors; or

(2) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized.

(b) Common or interested officers may be counted in determining the presence of a quorum at a meeting of the Shareholders or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### **ARTICLE XII - INDEMNIFICATION OF OFFICERS**

(a) The corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as officer, employee or agent of the corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or

proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the corporation.

(b) Any indemnification under paragraph (a) shall be made by the corporation only as authorized in the specific case upon a determination that amounts for which an officer seeks indemnification were properly incurred and that such officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Shareholders by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Shareholders that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the corporation as authorized in this article. If the corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the corporation to indemnify under any applicable law.

**IN WITNESS WHEREOF**, the undersigned have made and subscribed of these

Articles of Incorporation at Shalimar, Florida on the 23<sup>rd</sup> day of February 1996.

[Signature]  
SON P. SIMMONS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February 1996, by Son P. Simmons who is personally known to me or has produced military I.D. as identification and who did/did not take an oath.  
Florida Drivers Lic.

[Signature]  
NOTARY PUBLIC



ALISON M. CARTWRIGHT  
MY COMMISSION # CC260957 EXPIRES  
March 19, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: \_\_\_\_\_

[Signature]  
EUGENE B. SIMMONS

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February 1996, by Eugene B. Simmons who is personally known to me or has produced military I.D. as identification & who did/did not take an oath.

[Signature]  
NOTARY PUBLIC



ALISON M. CARTWRIGHT  
MY COMMISSION # CC260957 EXPIRES  
March 19, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

My Commission Expires: \_\_\_\_\_

**ACCEPTANCE BY REGISTERED AGENT**

I Son P. Simmons having been named to accept service of process and hereby act in this capacity and agree to comply with the provisions of said act relative to keeping open said office.

  
SON P. SIMMONS  
Registered Agent

FILED  
96 FEB 26 AM 8:44  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

STATE OF FLORIDA  
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of February 1996, by Son P. Simmons who is personally known to me or his produced FL Drivers Lic. as identification and who did not take an oath.



ALISON M. CARTWRIGHT  
MY COMMISSION # CC269957 EXPIRES  
March 19, 1997  
BONDED TITLI TROY FARM INSURANCE, INC.

  
NOTARY PUBLIC

My Commission Expires: \_\_\_\_\_