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February 26, 1996

FLORIDA SECRETARY OF STATE  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32301

RE: LANDRY CONSTRUCTION, INC.  
Incorporation

700001728317  
-02/28/96--01039--001  
\*\*\*122.50 \*\*\*122.50

Dear Sir:

Enclosed please find the original to be filed, and one copy of the Articles of Incorporation for the above referenced corporation. The name of the corporation, Landry Construction, Inc., was reserved by our client, Stephen Landry, on February 22, 1996, reservation number R96000000948 (copy of your letter dated 2/22/96 to Mr. Landry is attached hereto for your review).

Also enclosed is a check in the amount of \$122.50 to cover the filing fee and the return of one certified copy of the filed Articles of Incorporation. A self-addressed, stamped envelope is enclosed herewith for your convenience.

Thank you for your assistance in this matter. Should you have any questions or comments, please do not hesitate to contact our office.

Sincerely,

*Marilea Hipps*

Marilea Hipps  
Legal Assistant to Mr. Bauman

/mh

Enclosures

cc: Mr. Stephen D. Landry

SN MAR - 1 1996

FILED  
96 FEB 28 AM 10:10  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morham  
Secretary of State

February 22, 1996

STEPHEN LANDRY  
P.O. BOX 888  
FORT WALTON BEACH, FL 32540

The name LANDRY CONSTRUCTION INC. has been reserved for 120 days beginning February 22, 1996. The reservation number is R9600000948 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

Becky McKnight

Letter number: 696A00007863

EFFECTIVE DATE  
Feb. 26, 1996

**ARTICLES OF INCORPORATION  
OF  
LANDRY CONSTRUCTION, INC.**

**FILED**  
26 FEB 28 AM 10:10  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I  
NAME**

The name of the corporation is **LANDRY CONSTRUCTION, INC.**

**ARTICLE II  
NATURE OF BUSINESS**

The general character of the business to be contracted by this corporation is:

(A) To engage in any and all types of lawful businesses and to acquire by purchase, lease or otherwise, the inventory and equipment necessary to engage in the operation of such businesses. Also to acquire by purchase, lease or otherwise, any property, both real or personal, for the purpose of conducting this business.

(B) To acquire by purchase, lease, manufacture, or otherwise any personal property deemed necessary or useful in the operation of this business or in the preparation or maintenance of this business. Also to develop any property, real or personal, at any time owned, held or occupied by the corporation, and to invest, trade and deal in any personal property deemed beneficial to the corporation and to lease, rent, encumber or dispose of any personal property or real property at the time owned or held by the corporation.

(C) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes or other evidence of indebtedness and execute such mortgages, transfers of corporation property or other instruments to secure the payment of corporate indebtedness as required in the operation of this business.

(D) To purchase the corporate assets of any other corporation and engage in the same or similar character of business so long as such business transactions are reasonably calculated to further the operation of the business.

(E) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, securities or other evidence of indebtedness created by any other corporation of the State of

Florida or any other state or government and while owner of such stock to exercise all rights, powers and privileges of ownership, including the right to vote such stock.

(F) To do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world as principals, agents, contractors or otherwise, along or in company with others and to do and perform all such other things and acts as may be necessary, profitable or expedient in carrying on any of the business or acts named above.

The intention is that none of the objects and powers herein set forth, except where otherwise specified in the Article, shall be in any way limited or restricted by reference to or inference from the terms of any other objects, powers or clauses of this

Article or any other Article, but that the objects and powers specified in each of the clauses in this Article shall be regarded as independent objects and powers.

### **ARTICLE III CAPITAL STOCK**

The maximum number of shares of stock this corporation is presently authorized to have outstanding at any time is 500 shares at \$1.00 per share.

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

### **ARTICLE IV INITIAL CAPITAL**

The amount and capital with which this corporation shall begin business is Five Hundred Dollars and 00/100 (\$500.00).

### **ARTICLE V TERMS OF EXISTENCE**

This corporation shall have perpetual existence.

### **ARTICLE VI ADDRESS**

The initial street address of the principal office address of the corporation is 385 Echo Circle, Fort Walton Beach, FL 32548, and the mailing address of the corporation is Post Office Box 898, Fort Walton Beach, FL 32549. The Board of Directors of this Corporation may from time to time designate such other address and place for the principal office of the corporation as it sees fit at a regular or special meeting of the Board of Directors.

**ARTICLE VII  
REGISTERED AGENT**

The initial registered agent for this corporation is **STEPHEN D. LANDRY, 385 Echo Circle, Fort Walton Beach, FL 32548.**

**ARTICLE VIII  
DIRECTORS**

This corporation shall have one (1) director initially. The number of directors may be increased at the first meeting of the directors and may be increased or diminished thereafter from time to time by the Bylaws. The Directors shall be elected in accordance with the Bylaws.

**ARTICLE IX  
INITIAL DIRECTORS**

The name and address of the first Board of Directors of this corporation who shall hold the office of Director until their successors are elected and have qualified as Director is as follows:

<b>NAME</b>	<b>ADDRESS</b>
<b>STEPHEN D. LANDRY</b>	<b>385 Echo Circle Fort Walton Beach, FL 32548</b>

The name and address of each subscriber of these Articles of Incorporation, the number of shares of stock each agrees to and the value of the consideration are:

<b>NAME</b>	<b>ADDRESS</b>	<b>SHARES</b>	<b>CONSIDERATION</b>
<b>STEPHEN D. LANDRY</b>	<b>385 Echo Circle Fort Walton Beach, FL 32548</b>	<b>100</b>	<b>\$100.00</b>

**ARTICLE XI  
EFFECTIVE DATE**

These Articles of Incorporation for **LANDRY CONSTRUCTION, INC.**, shall be effective the 26<sup>th</sup> day of February, 1996.

**ARTICLE XII  
AMENDMENTS**

These Articles of Incorporation for **LANDRY CONSTRUCTION, INC.**, may be amended in the manner provided by Florida Law. Every amendment to these Articles of Incorporation shall be approved at a meeting of 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 of the Directors

and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### **ARTICLE XIII INTERNAL AFFAIRS**

Provisions for the regulation of the internal affairs of the corporation are:

A. Each shareholder is entitled to vote for the election of Directors and Officers and shall have one (1) vote for each share of stock in the corporation. Cumulative voting shall not be permitted in the election of Officers or Directors.

B. For purposes of determining the number of holders of record of stock of the corporation, stock which is held in joint tenancy, tenancy in common or tenancy by the entireties shall be treated as held by one share holder.

C. Except as herein stated, remaining provisions for the regulation of the internal affairs of the corporation shall be contained in the bylaws.

#### **ARTICLE XIV JOINT OWNERSHIP OF STOCK**

There shall be no stock issued in the name of joint tenants, tenants in common or tenancy by the entireties or any other form of joint ownership unless the joint owners are husband and wife and the stock is placed in both names at the time it is originally issued. Exceptions may be made to this rule only by unanimous vote of all stockholders.

#### **ARTICLE XV TRANSFER OF STOCK**

No shareholder may sell, transfer, pledge, assign or otherwise in anyway dispose of or encumber any of the shares of the capital stock of the corporation owned by such shareholders, except in accordance with the following procedures, limitations and restrictions:

A. If a shareholder wishes to dispose of his stock in the corporation during his lifetime and has a bonafide offer to purchase the stock, he must first send written notice to the corporation, giving the details of such bonafide offer and offering to sell each share of stock to the corporation for an either (i) amount equal to the net worth of the corporation, according to general accounting principles, divided by the number of outstanding issued stock, or (ii) an amount equal to the bonafide offer, whichever amount is less. The corporation shall have the first option to purchase all, but not less than all, of the shareholder's stock, which is the subject of the bonafide offer. If the offer to

sell is rejected, or is not accepted by the corporation within thirty (30) days after the corporation receives written notice from the shareholder of his desire to sell, then any existing shareholder shall have an additional fifteen (15) days after the corporation's express or implied rejection in which to purchase the offered stock. If neither the corporation nor any existing shareholder purchases said stock, then the offering shareholder may dispose of his stock free of restriction; provided, that the stock may not be sold for any lesser amount than stated above without first complying in full with the terms of this paragraph.

B. In the event any shareholder wishes to dispose of his stock in the corporation during his lifetime and does not have a bonafide offer to purchase, the shareholder shall give written notice of his desire to sell and the corporation shall have the first option to purchase such stock at the same price as is stated in paragraph A above. If the corporation rejects such an offer or fails to accept same within thirty (30) days after receipt of shareholder's written notice of his desire to sell, then any existing shareholder shall have an additional fifteen (15) days after the corporation's express or implied rejection, in which to purchase the offered stock. If neither the corporation nor any existing shareholder purchases said stock, the offering shareholder may dispose of it free of the restrictions of this paragraph; provided, the stock may not be sold at a lesser price than that at which it was previously offered without first complying in full with the terms of this paragraph.

C. Upon the death of any shareholder whose stock is held in one name only, or upon the death of the last of any two joint owners, the corporation shall have the first right and option to purchase all stock owned by such decedent and the decedent's personal representative shall be obligated to transfer and deliver same to the corporation if such election is made and payment is made as provided herein. Written notice of election to purchase must be given to the personal representative of the deceased shareholder no later than thirty (30) days following the appointment of such personal representative and closing of the purchase and sale shall be complete within thirty (30) days after such notice is received by the personal representative. If the corporation fails to purchase the shares of such decedent, then any existing shareholder shall have the option to purchase same within fifteen (15) days after the corporation's express or implied rejection, upon written notice to the personal representative of the deceased shareholder. The price of all shares sold under the provisions of this paragraph shall be the same as stated in paragraphs A and B above and shall be fixed as of the day of such decedent's death.

If neither the corporation nor any existing shareholder elects to purchase the stock of the deceased shareholder, the personal representative may dispose of same in accordance with the last will and testament of the deceased or under the laws of descent and distribution; but said stock shall at all times be subject to all

restrictions contained in these articles of incorporation; and should the personal representative elect to sell the stock of the deceased, same may not be sold for a price less than that in accordance with paragraphs A and B above without first complying in full with the terms of this paragraph.

D. All stock certificates issued by the corporation shall bear on the face thereof the following legend: "sale, transfer, pledge, assignment, encumbrance or other disposition of these shares is restricted by the articles of incorporation, which may be examined in the office of the corporation".

IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida this 26th day of February, 1996.

Stephen D. Landry  
STEPHEN D. LANDRY  
Incorporator

STATE OF FLORIDA  
COUNTY OF OKALOOSA

I HEREBY CERTIFY that before me, a Notary Public duly authorized in the State and County named above to take acknowledgements, personally appeared STEPHEN D. LANDRY, who is personally known to me, and he acknowledged before me that he executed the foregoing Articles of Incorporation for the purposes expressed herein.

WITNESS my hand and official seal this 26th day of February, 1996.

MARILEA WATLEY  
Notary Public, State of Florida  
My Comm. Expires June 18, 1998  
No. CC 383898  
Bonded Thru Official Notary Service

Marilea Watley  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO: CC383998  
My Commission Expires: 6/18/98

**ACCEPTANCE OF REGISTERED AGENT**

I HEREBY am familiar with and accept the duties and responsibilities as registered agent for this corporation.

Stephen D. Landry  
STEPHEN D. LANDRY  
385 Echo Circle  
Fort Walton Beach, FL 32548

FILED  
MAR 28 1996  
TALLAHASSEE, FLORIDA

NOTES 28 AM 10:10