

P96000022701

GARY A. MARTIN
3202 Lithia Road
Valrico, FL 33594

FILED
SECRETARY OF STATE
MAR 11 11 AM '96

March 7, 1996

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

RECORDED & INDEXED
-03/11/96--01049--010
***122.50 ***122.50

Re: McLean Property Investments, Inc.
Articles of Incorporation

Gentlemen:

Enclosed is the signed original and one signed copy of the Articles of Incorporation of the above corporation. Also enclosed is a check in the amount of \$122.50 for the filing and certified copy fees.

Please process this at your earliest opportunity and return the certified copy of the Articles of Incorporation to me at the above address.

Thanking you for your assistance in this matter, I am

Sincerely yours,

Gary A. Martin
Gary A. Martin

Enclosures: Check
Original Articles of Incorporation
Copy of Articles of Incorporation

51
3/13

ARTICLES OF INCORPORATION
OF
MCLEAN PROPERTY INVESTMENTS, INC.

RECEIVED
JAN 11 11 AM 11:50
FILED
CLERK OF DISTRICT COURT
JAN 11 11 AM 11:50

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

Article 1. Name and Address. The name and address of the Corporation is: McLean Property Investments, Inc., 3202 Lithia Road, Valrico, Florida 33594.

Article 2. Duration. The duration of the Corporation is perpetual.

Article 3. Purpose. The general purposes for which the Corporation is organized are the following:

- a. to engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way;
- b. to do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them;

Article 4. Capital Stock. The aggregate number of shares which the Corporation is authorized to issue is two hundred (200) shares of common stock. Such shares shall be of a single class and shall have a par value of one dollar (\$1.00) per share.

Article 5. Initial Registered Office and Agent. The street address of the initial registered office of the Corporation is 3202 Lithia Road, Valrico, Florida 33594, and the name of its initial Registered Agent at that address is Gary A. Martin.

Article 6. Initial Board of Directors. The number of Directors constituting the initial Board of Directors is two (2). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one (1). The name and address of each initial Director of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Gary A. Martin	3202 Lithia Road Valrico, FL 33594
Candi Carter Martin	3202 Lithia Road Valrico, FL 33594

Article 7. Incorporators. The name and address of the Incorporator is as follows:

Gary A. Martin
3202 Lithia Road
Valrico, FL 33594

Article 8. Amendment. The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.

Article 9. Indemnification. The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

Article 10. Preemptive Rights. Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

- a. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or
- b. any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms, and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

Article 11. Stock Transfer Restrictions. Shares of capital stock of the Corporation shall be issued to the following persons in the following amounts upon payment of the consideration determined by the Board of Directors:

<u>Shareholder</u>	<u>Number of Shares</u>
Gary A. Martin and Candi Carter Martin, as joint tenants with right of survivorship	200 shares

Shares held by each Shareholder may not be sold or otherwise transferred to other persons unless first offered to this Corporation or to the remaining Shareholders in proportion to their


shares. The price, terms and other provisions regarding this restriction may be specified by written agreement among the Shareholders, which agreement may expand this Article and which may also include the Corporation as a party.

Article 12. Rights of Initial Directors. Each of the initial Directors shall have the right to be a Director of the Corporation as long as that respective Director is a Shareholder of the Corporation. By acquiring stock in this Corporation, each Shareholder agrees to abide by this right and to elect each of the initial Directors named in these Articles of Incorporation to the office of Director as long as that Director is a Shareholder of the Corporation. This Article may not be amended in any way without the written consent of each of the initial Directors who is a Shareholder of the Corporation at the time of the amendment.

Article 13. Bylaws. The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Shareholders.

Article 14. Commencement of Corporate Existence. In accordance with Fla. Stat. § 607.0203, the date when corporate existence shall commence is March 10, 1996.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 6 day of March, 1996.



Gary A. Martin, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

SECRET FILED STATE
DIVISION OF CORPORATIONS
96 MAR 11 AM 11:50

In compliance with Section 607.0501(3), Florida Statutes, McLEAN PROPERTY INVESTMENTS, INC., 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 McLean Property Investments, Inc.
2. The name and address of the registered agent and office is Gary A. Martin, 3202 Lithia Road, Valrico, Florida 33594.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Gary A. Martin
Gary A. Martin

3/6/96
Date