

P96000023813

TRANSMITTAL LETTER

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

EFFECTIVE DATE

3/11/96

SUBJECT: MUSTANG RANCH USA, INCORPORATED

Enclosed is an original and one (1) copy of the articles of incorporation and a check for \$78.75 to cover Filing Fee and Certificate.

200001741522  
-03/13/96--01065--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

FROM: Melvin L. Harlan

Mustang Ranch, 18808 Boyette Road

Lithia, FL 33547

(813) 651-9250 or (813) 737-1978

FILED  
96 MAR 13 AM 11:03  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

SAB  
3/15/96

EFFECTIVE DATE

3/11/96

ARTICLES OF INCORPORATION

OF

MUSTANG RANCH USA, INC.

FILED

96 APR 13 AM 11:03

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

MELVIN L. HARLAN, the undersigned incorporator, for the purpose of forming a Corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be

MUSTANG RANCH USA, INCORPORATED.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any and all lawful acts for which corporations may be organized under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - INITIAL PRINCIPAL OFFICE AND AGENT

The initial principal place of business and the mailing address of the initial registered office of this Corporation is Mustang Ranch, 18808 Boyette Road, Lithia, FL 33547, in Hillsborough County. At the same address, Melvin L. Harlan is the initial registered agent upon whom process against the Corporation may be served.

ARTICLE V - INCORPORATOR

The name and mailing address of the Incorporator of this Corporation are:

Melvin L. Harlan  
Mustang Ranch, 18808 Boyette Road, Lithia, FL 33547.

ARTICLE VI - CAPITAL STOCK

The Corporation is authorized to issue 7,000 shares of \$1.00 par value common stock, to be designated "common shares."

ARTICLE VII - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions, and conditions of Section 1362 of the Internal Revenue Code.

ARTICLE VIII - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amounts set opposite their names:

Melvin L. Harlan	80 Shares
Patsy Holter	10 Shares
Geneva Thompson	10 Shares

Shares held by Shareholders may not be resold or otherwise transferred to other persons unless such shares first are offered to the remaining Shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the Shareholders and this Corporation.

ARTICLE IX - DIRECTORS

This Corporation shall have three (3) Directors initially. The number of Directors may be increased or diminished from time to time by a majority vote of

Shareholders, but it shall never be less than one (1).

The powers of the Incorporator are to terminate upon filing of these Articles of Incorporation, and the names and mailing addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders or until their successors are elected are as follows:

Melvin L. Harlan  
Mustang Ranch, 18808 Boyette Road, Lithia, FL 33547,

Dianna N. Harlan  
Mustang Ranch, 18808 Boyette Road, Lithia, FL 33547,

Patsy Holter  
Mustang Ranch WW, 5405 Highway 39 South, Plant City, FL 33567

#### ARTICLE X - LIABILITY & INDEMNITY

Directors of the corporation shall not be liable to either the corporation or its Shareholders for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a Director's duty of loyalty to the Corporation or its Shareholders; (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (3) liability for unlawful payments of dividends or unlawful stock purchases or redemption by the Corporation; or (4) a transaction from which the Directors derived an improper personal benefit.

Additionally, the Corporation shall indemnify the Directors and hold them harmless from liability to third parties arising from actions taken as Directors of the Corporation, except for those breaches specified above.

#### ARTICLE XI - BYLAWS

The power to adopt, alter, amend, or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscribers or their assigns shall be held upon the call of the president, for the purpose of completing the organization of the Corporation and the adoption of the Bylaws, and the transaction of such other

business as may be presented.

ARTICLE XIII - AMENDMENT

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholder is subject to this reservation.

IN WITNESS WHEREOF

I, the undersigned incorporator, have herunto subscribed my name and affixed my seal to these Articles of Incorporation on this 11<sup>th</sup> day of March 1996.

Melvin L. Harlan  
MELVIN L. HARLAN

STATE OF FLORIDA  
COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, personally appeared MELVIN L. HARLAN who, being first duly sworn, disposes and says that he is the individual described in and who executed the foregoing Articles of Incorporation and who acknowledged before me that he executed the same for the purpose therein expressed.

WITNESS my hand and official seal in the above named County and State this 11<sup>th</sup> day of March, 1996.

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



DORIS F WISE  
My Commission 06461064  
Expires Apr. 05, 1999  
Bonded by ANB  
800-882-0678

Doris F. Wise  
NOTARY PUBLIC, STATE OF FLORIDA DORIS F. WISE

- Personally known to me; or
- Produced Florida License as identification.

CERTIFICATE OF DESIGNATION  
of  
REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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:

MUSTANG RANCH USA, INCORPORATED.

2. The name and address of the initial office and registered agent to accept service of process within this State is:

MELVIN L. HARLAN  
Mustang Ranch  
18808 Boyette Road  
Lithia, FL 33547

Having been named as registered agent and to accept service of process for the above stated corporation at the 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.

  
Harlan, Registered Agent

3-11-96  
(Date)

Melvin L.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

96 MAR 13 AM 11:00

FILED