

98 APR 11 PH 1:45

SECRETA TO STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 0721000000032

REFERENCE : 915148 431129

AUTHORIZATION :

COST LIMIT : STPPD

900001777099 -04/11/96--01080--027 \*\*\*\*122.50 \*\*\*\*122.50

ORDER DATE: April 11, 1996

ORDER TIME : 10:37 AM

ORDER NO. : 915148

CUSTOMER NO: 4312129

CUSTOMER: Ellen Clark, Legal Assist

DICKENSON, MURDOCK, REX, &

SLOAN ESQ.

980 North Federal Highway

Suite 410

Boca Raton, FL 33432

#### DOMESTIC FILING

NAME:

WILLIAM H. WALKER COMPANY

#### EFFECTIVE DATE:

XXX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XXXX \_\_\_ CERTIFIED COPY

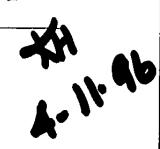
\_\_\_\_ PLAIN STAMPED COPY

\_ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

SIVISION OF CORPORATION



# ARTICLES OF INCORPORATION OF WILLIAM H. WALKER, COMPANY

FILED

96 APR 11 PM 1:49

SECRETARY FATE
TALLAHASSEE, FLORIDA

ARTICLE I.

### NAME

The name of the Corporation Is: WILLIAM H. WALKER COMPANY.

ARTICLE II.

# **DURATION**

This Corporation shall have perpetual existence.

ARTICLE III.

# **PURPOSE**

This Corporation is organized for the purpose of transacting any or all lawful business.

# ARTICLE IV.

# PRINCIPAL OFFICE AND MAILING ADDRESS

The principal office and mailing address of this Corporation is 2500 North Federal Highway, Suite 217, Boca Raton, Florida 33431.

# ARTICLE V.

### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 980 North Federal Highway, Ste. 410, Boca Raton, Florida 33432, and the name of the initial registered agent of this Corporation at that address is David B. Dickenson.

# ARTICLE VI.

### BOARD OF DIRECTORS

This Corporation shall have one (1) director initially.

The number of directors may be increased or decreased from time to time by the By-Laws. The name and address of the initial director is:

William H. Walker 2500 N. Federal Hwy., Ste. 217 Boca Raton, FL 33431

# ARTICLE VII.

#### CAPITAL STOCK

This Corporation is authorized to issue Five Thousand (5,000) shares of ONE DOLLAR (\$1.00) par value stock.

A majority of the outstanding shares shall constitute a quorum at shareholders' meetings unless the By-Laws shall make provision for some lesser percentage of shares (but not less than 33-1/3%).

#### ARTICLE VIII.

### INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

DAVID B. DICKENSON 980 North Federal Highway, Ste. 410 Boca Raton, Florida 33432

### ARTICLE IX.

# **POWERS**

This Corporation shall have all of the corporate powers enumerated in the Florida Business Corporations Act.

#### ARTICLE X.

# MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in meetings of the Board of Directors by means of a conference telephone as provided by law.

# ARTICLE XI.

# ACTION BY BOARD OF DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

#### ARTICLE XII.

# INDEMNIFICATION

The Corporation shall indemnify any officer, director, employee or agent or any former officer, director, employee or agent to the full extent permitted by law.

# ARTICLE XIII.

# <u>AMENDMENT</u>

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 9th day of April, 1996.

DAVID B. DICKENSON

STATE OF FLORIDA **COUNTY OF PALM BEACH** 

The foregoing Articles of Incorporation were acknowledged before me this 9th day of April 1996, by DAVID B. DICKENSON. He x is personally known to me, or as identification. produced \_\_\_\_\_

Ellon M. CIARK Printed Name of Notary/Serial Number

My Commission Expires:

**ELLEN M. CLARK** COMMISSION # CC 523990 EXPIRES FEB 17, 2000

BONDED THRU

ATLANTIC BONDING CO., INC.

FILED

96 APR II PH 1:48

SECRETAGE JAME
TALLAHASSEE, FLORIDA

# **ACCEPTANCE OF REGISTERED AGENT**

The undersigned being named as Registered Agent to accept service of process of WILLIAM H. WALKER COMPANY, at the place designated in these Articles, hereby agrees to act in that capacity and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of those duties.

Date:

4/9/96

DAVID B. DICKENSON