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Tanya G. Foreman

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April 2, 1996

Secretary of State
State of Florida
Corporation Division
Post Office Box 6327
Tallahassee, FL 32314

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-04/09/96--01117--018
***122.50 ***122.50

Re: JERRY L. TAYLOR, INC.

Gentlemen:

I am enclosing an original and a copy of the Articles of Incorporation with respect to the above-referenced matter. Please file the original and certify the copy to be returned to me. My check in the amount of \$122.50 is enclosed in payment of the filing fee.

Sincerely yours,

Tanya Foreman

Tanya Foreman, Esq.

Enclosures

Letter #
49604-17399

56 APR -9 PM 3:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PP 4/5/96

ARTICLES OF INCORPORATION
OF
JERRY L. TAYLOR, INC.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

WE, THE UNDERSIGNED, hereby associate ourselves together for the purpose of forming a corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida.

ARTICLE I

The name of the corporation shall be JERRY L. TAYLOR, INC..

ARTICLE II

The corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

ARTICLE III

The maximum number of shares of capital stock which the corporation is authorized to issue is one thousand (1,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

ARTICLE IV

The street address and mailing address of the principal office of the corporation shall be 14512 48th Street, Live Oak, Florida 32060. The name of the corporation's initial registered agent at such address is Jerry L. Taylor.

ARTICLE V

This corporation shall exist perpetually unless sooner dissolved according to law.

ARTICLE VI

The number of Directors constituting the initial Board of Directors of the corporation shall be two (2). The names and street addresses of the persons who are to serve as members of the initial Board of Directors of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JERRY L. TAYLOR	14512 48th Street Live Oak, Florida 32060
SYLVIA M. TAYLOR	14512 48th Street Live Oak, Florida 32060

ARTICLE VII

The names and street addresses of the persons signing these Articles of Incorporation as subscribers are as follows:

<u>NAME</u>	<u>ADDRESS</u>
JERRY L. TAYLOR	14512 48th Street Live Oak, Florida 32060
SYLVIA M. TAYLOR	14512 48th Street Live Oak, Florida 32060

ARTICLE VIII

(a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts

paid in settlement, actually and reasonably incurred by him in connection with such action, suit or proceeding, including any appeal thereof, if he acted in good faith or in a manner he reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he has no reasonable cause to believe his conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication or liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceeding, on a preliminary determination that the director, officer, employee, or

agent met the applicable standard of conduct and in receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits or otherwise, in defense of any action, suit, or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any person who has ceased to be a director, officer, employee, or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or future indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of stockholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the stockholders, the corporation shall, not later than the time of

delivery to the stockholders of written notice of the next annual meeting, unless such meeting is held within three (3) months from the date of such payment, and, in any event, within fifteen (15) months from the date of such payment, deliver by mail to each stockholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigation or threatened litigation.

ARTICLE IX

The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions under these articles, or under law.

ARTICLE X

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of

directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or their votes are counted for such purpose, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or 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 directors; or

(b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(c) The contract or transaction is fair and reasonable, as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

ARTICLE XI

The corporate existence of the corporation shall begin on the date the Articles of Incorporation are filed of record.

IN WITNESS WHEREOF, the undersigned, JERRY L. TAYLOR and SYLVIA M. TAYLOR, both being natural persons, competent to contract, have hereunto set their hands and seals this 25th day of March, 1996.

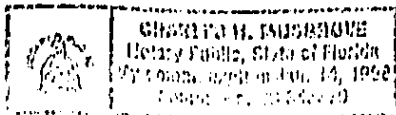
Jerry L. Taylor
JERRY L. TAYLOR
Sylvia M. Taylor
SYLVIA M. TAYLOR

STATE OF FLORIDA
COUNTY OF SUWANEE

BEFORE ME, the undersigned Notary Public of the State of Florida personally appeared JERRY L. TAYLOR and SYLVIA M. TAYLOR, to me well known and known to me to be the individuals described in and who executed the foregoing Articles of Incorporation, and they acknowledged before me that they executed the same freely and voluntarily for the purpose therein expressed.

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

My Commission Expires:



Charles M. Mangione
Notary Public, State of Florida
Printed, typed, or stamped name:

ACKNOWLEDGMENT BY RESIDENT AGENT

Having been named to accept service of process for JERRY L. TAYLOR, INC., at 14512 48th Street, Live Oak, Suwanee County, Florida, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statute relative to keeping open said office.

Jerry L. Taylor
JERRY L. TAYLOR

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA