

April 14, 1996

WFB-8148

State of Flor.  
Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APR 16 1996

RE: ARTICLES OF INCORPORATION: NATIVE LANDS CORPORATION

Dear Sir:

Transmitted herewith is original and one copy of the Articles of Incorporation for NATIVE LANDS CORPORATION. I have also enclosed a check in the amount of \$122.50 for a certified copy to be returned after filing. This corporation is for Profit and is being incorporated under the appropriate Florida Statutes. I have supplied on a separate sheet of paper a listing of the Corporation Officers\ Directors, their respective addresses, and title. All notices, etc. shall be sent to the registered agent at P.O. Box 15048, Pensacola, FL 32514.

Sincerely,

Maria Y. McBrier  
Maria Y. McBrier

ENCLOSURES

WFB-8148

4-16-96

TB

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APR 16 1996



FLORIDA DEPARTMENT OF STATE  
Sandra B. Morthum  
Secretary of State

April 16, 1996

MARIA Y. MCBRIER  
POST OFFICE BOX 15048  
PENSACOLA, FL 32514

SUBJECT: NATIVE LANDS CORPORATION  
Ref. Number: W96000008148

We have received your document for NATIVE LANDS CORPORATION and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent must sign accepting the designation.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley  
Corporate Specialist

Letter Number: 696A00017560

April 21, 1996


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

**RE: ARTICLES OF INCORPORATION: NATIVE LANDS CORPORATION**

Dear Sir:

Transmitted herewith is original and one copy of the Articles of Incorporation for NATIVE LANDS CORPORATION. I have previously sent a check in the amount of \$122.50 for a certified copy to be returned after filing. This corporation is for Profit and is being incorporated under the appropriate Florida Statutes. I have supplied on a separate sheet of paper a listing of the Corporation Officers\ Directors, their respective addresses, and titles. All notices, etc. shall be sent to the registered agent at P.O. Box 15048, Pensacola, FL 32514. Also enclosed transmitted is the document containing acceptance of the designation of registered agent for the corporation and a copy of Florida Department of State letter dated April 16, 1996. I apologize for any inconvenience this might have caused.

Sincerely,



Maria Y. McBrier

ARTICLES OF INCORPORATION  
OF  
NATIVE LANDS CORPORATION

The undersigned, acting as incorporators of a corporation under the FLORIDA STATUTES, adopt the following Articles of Incorporation for such corporation:

FIRST: NAME. The name of the corporation shall be  
NATIVE LANDS CORPORATION.

SECOND: PERIOD. The period of its duration shall be  
perpetual.

THIRD: PURPOSE. The purpose or purposes for which the  
corporation is organized are:

- (a) The transaction of any and/or all lawful  
business in land development, property management  
and associated endeavors. The transaction of any  
and/or all lawful business for which corporations  
may be incorporated under the laws of the State of  
Florida.
- (b) To deal in, buy or otherwise acquire, mortgage,  
pledge, own, hold, sell or otherwise dispose of,  
any tangible or intangible personal property,  
choses in action, notes in mortgage, accounts,  
contracts, bonds, and evidence of indebtedness of  
every kind.

- (c) To borrow money for its corporate purposes and to make, accept, endorse, execute and issue promissory notes, bills of exchange, bonds, debentures, or obligations, from time to time, for the purchase of property, or any purpose in or about the business of this corporation, and if deemed proper to secure the payment or payments of such obligations by mortgage, deed or trust or otherwise; To lend money with or without security; To receive, hold, collect and enforce mortgages, notes, bonds, stocks, deeds of trust, transfers, conveyances, assignments, and pledges of real or personal property to evidence or secure the payment of any indebtedness or indebtednesses which may become or be due to this corporation.
- (d) To buy, sell, lease, acquire, own, use, and occupy real estate in any locality, in any legal manner, that may be necessary or convenient for conducting and maintaining said business.
- (e) To enter into, make and perform all contracts of every sort and kind which may be necessary, convenient or useful in, or incident to, the business of this corporation or business of a similar nature, with any person, firm, or corporation, private, public, municipal, or political body, so far as, and to the extent that, the same may be done and performed by corporations

organized under the provisions of the laws of the State of Florida; And to do and perform all acts necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects, or the furtherance of any of the powers set forth, either alone or in connection with other corporations, firms or individuals, either as principals or agents, and to do every other act of acts, things incident or pertinent to, or growing out of or connected with, the aforesaid objects, purposes or powers of or connected with, the aforesaid objects, purposes or powers, or any of them.

- (f) The foregoing clauses shall be construed both as to objects and powers and it is hereby expressly provided that the foregoing enumeration of the specific objects and powers shall not be deemed to bind or restrict in any manner the general powers of this corporation, and the enjoyment and exercise thereof as conferred by the laws of the State of Florida on business corporations organized pursuant thereto.

**FOURTH:** SHARES. The aggregate number of shares which the corporation shall have authority to issue is 1,000 Shares, par value shall be ONE DOLLAR (\$1.00) per share.

**FIFTH:**

RESTRICTION AGAINST TRANSFER OF STOCK. Each shareholder agrees that he will not transfer, assign, hypothecate, or any way alienate any of his shares nor any right of interest therein, whether voluntarily or by operation of law, or by gift or otherwise, unless in a transfer which meets the requirements of this agreement. Any proposed transfer in violation of any provision of this agreement shall be void and ineffectual, shall not operate to transfer any interest or title in the purported transferee, shall give such shares in the manner and in the terms and conditions as provided for herein:

- (a) RIGHT OF FIRST REFUSAL. In the event a shareholder receives a bona fide written/notarized offer acceptable to him for the purchase of all or a portion of his shares (or any rights or interest therein), such shareholder (hereinafter referred to as the offering shareholder) shall give written notice of such offer to the Secretary of the Corporation and to all other shareholders in the manner and at the addresses set forth in this provision, hereof. The notice must set forth the name of the proposed transferee, the number of shares to be transferred, the price per share, and all other terms and conditions of the proposed transfer, as well as a certified copy of the bona

file written offer. Upon the receipt of the Notice of Offer to Purchase, the corporation shall have the exclusive right and option, exercisable at any time during the period of thirty (30) days from the date of such notice, to purchase the shares of the corporation covered by the offer in question at the same price and on the same terms and conditions of the offer as set out in such notice. If the corporation elects or otherwise decides to exercise the option, it shall give written notification to this effect to the shareholder desiring to sell, and the sale and purchase shall be closed within thirty (30) days thereafter. Should the corporation elect or otherwise decide not to exercise the option to purchase any or all of the offered shares, it shall, prior to the expiration of the thirty (30) day period stated above, notify the other shareholders of this election and each of the remaining shareholders shall be entitled during a period of thirty (30) days from the date of said Notice to purchase that portion of the offered shares (not so purchased by the corporation) that the number of shares held by him bears to the number of shares held by all shareholders electing to purchase (and actually purchasing) the offered shares on the same terms and conditions as set out in the offer. Each



shareholder electing to purchase shall promptly give notice to the Secretary of the Corporation of the maximum number of offered shares that he/she is willing to purchase. If the other shareholders desire to purchase all of the shares that are being offered, the Secretary shall give notification of this effect to the offering shareholder desiring to sell, and the sale and purchase shall be closed within thirty (30) days thereafter. In the event that the other shareholders do not desire to purchase all of the offered shares, the offering shareholder shall have the right to transfer all of the offered shares to the prospective purchaser free and clear of any restrictions against transfer that might otherwise have been created by this provision; provide, further, that the right of the Corporation to exercise its option to purchase shall be subject to the law of the State of Florida governing the rights of a corporation to purchase its own shares. Nothing contained in this agreement shall be construed to prevent one shareholder from conveying, selling or transferring any share or shares of stock to any other shareholder that is a party to these Articles of Incorporation, in accordance with the restrictions and options contained herein.

(b) DEATH OR OTHER TRANSFER. The death of a shareholder, or the involuntary transfer by operation of law of any shares, or any right or interest therein, shall give the Corporation and the shareholders the option to purchase the shares of such deceased shareholder or such transferred shares in the manner and on the terms and conditions provided herein. In the event of the death of a shareholder, the executor or administrator of such deceased shareholder shall promptly give written notice of such death to the Secretary of the Corporation and to all other shareholders in the manner and at the addresses set forth in this provision, hereof. In the event of transfer of shares, as provided above, the person or persons acquiring such shares shall promptly give written notice of such transfer to all other shareholders in the manner and at the addresses set forth in this provision, hereof. The Corporation and other shareholders shall be entitled to exercise their option to purchase such shares, in the manner provided for in the purchase of offered shares in this provision, hereof, except that any bequest of shares by any shareholder to any other shareholder that is a party to this Articles of Incorporation shall not be subject to the terms and conditions of this provision, hereof.

- (c) NOTICES. All notices required to be given hereunder shall be deemed to be duly given by personally delivering such notice or by mailing it, via registered or certified mail, to the Secretary of the Corporation and to the shareholders at the following addresses:

MICHAEL MCBRIER  
P.O. Box 15048  
Pensacola, FL 32514

MARIA Y. MCBRIER  
P.O. Box 15048  
Pensacola, FL 32514

FORREST EMMETT YERBY  
P.O. Box 15048  
Pensacola, FL 32514

AMY D. YERBY  
P.O. Box 15048  
Pensacola, FL 32514

- SIXTH: REGISTERED OFFICE. The initial address of the principal office of the Corporation shall be 601 East Burgess Road, Pensacola, FL 32514.
- SEVENTH: REGISTERED AGENT. The name of the initial registered agent at such address shall be Forrest Emmett Yerby.
- EIGHTH: DIRECTORS. The number of Directors constituting the initial Board of Directors shall be four (4). The number of directors may be increased or decreased in the manner provided for in the By-Laws of the Corporation. The names and addresses of the persons who are to serve as directors until the

first annual meeting of shareholders or until their successors are elected and qualify are:

Names and addresses of Initial Board of Directors.

<u>NAME:</u>	<u>ADDRESS:</u>
MICHAEL MCBRIER	P.O. Box 15048 Pensacola, FL 32514
MARIA Y. MCBRIER	P.O. Box 15048 Pensacola, FL 32514
FORREST EMMETT YERBY	P.O. Box 15048 Pensacola, FL 32514
AMY D. YERBY	P. O. Box 15048 Pensacola, FL 32514

NINTH: NAMES AND ADDRESS OF INCORPORATORS. The names and address of the incorporators and their respective initial shareholdings are as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
MICHAEL MCBRIER 337 shares	P.O. Box 15048 Pensacola, FL 32514
MARIA Y. MCBRIER 163 shares	P.O. Box 15048 Pensacola, FL 32514
FORREST EMMETT YERBY 337 shares	P.O. Box 15048 Pensacola, FL 32514
AMY D. YERBY 163 shares	P.O. Box 15048 Pensacola, FL 32514

TENTH: TERM OF CORPORATE OFFICERS. The term of the Corporate officers shall be for one year. The initial term shall commence on the date of incorporation and expire on April 1, 1997. Thereafter, an annual meeting shall be held on this

date or within seven calendar days thereof, and corporate officers shall be elected from among the shareholders, Their term shall commence on this date and shall be for a period of one year.

**ELEVENTH: NAMES AND ADDRESSES OF INITIAL CORPORATE OFFICERS.**

The names and address of the initial corporate officers:

<u>NAME &amp; ADDRESS:</u>	<u>TITLE:</u>
----------------------------	---------------

Forrest Emmett Yerby.....	President
P.O. Box 15048	
Pensacola, FL 32514	

Michael McBrier.....	Vice-President
P.O. Box 15048	
Pensacola, FL 32514	

Amy D. Yerby.....	Secretary
P.O. Box 15048	
Pensacola, FL 32514	

Maria Y. McBrier.....	Treasurer
P.O. Box 15048	
Pensacola, FL 32514	

**TWELFTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these **ARTICLES OF INCORPORATION** in the manner now or hereafter prescribed by law, and all rights and powers conferred herein on the stockholders, directors and/or officers subject to this reserved power.

IN WITNESS WHEREOF, the subscribers hereto have hereunto set their respective hands and seals, as incorporators of the above named corporation, on this the 27th day of March, 1996.

Michael McBrier  
MICHAEL MCBRIER

Maria Y. McBrier  
MARIA Y. MCBRIER

Forrest Emmett Yerby  
FORREST EMMETT YERBY

Amy D. Yerby  
AMY D. YERBY

STATE OF ALABAMA )  
COUNTY OF BALDWIN )

I, the undersigned Notary Public in and for said County in said State, hereby certify that the above individuals, whose names are signed to the foregoing ARTICLES OF INCORPORATION for NATIVE LANDS CORPORATION, and who are known to me to be the parties to same, acknowledged before me on this day that, being informed of the contents of said Articles of Incorporation, they executed the same voluntarily on this day, and said Articles are the Act and Deed of the signers respectively and that the facts stated herein are true.

Given under my hand and seal of my office on this the 27th day of March, 1996.

Kae Velibson-Hicks  
NOTARY PUBLIC

My commission expires:

April 3 1996

S E A L

# NATIVE LANDS CORPORATION

<u>NAME &amp; ADDRESS:</u>	<u>TITLE:</u>
----------------------------	---------------

Forrest Emmett Yerby.....	President
P.O. Box 15048	
Pensacola, FL 32514	

Michael McBrier.....	Vice-President
P.O. Box 15048	
Pensacola, FL 32514	

Amy D. Yerby.....	Secretary
P.O. Box 15048	
Pensacola, FL 32514	

Maria Y. McBrier.....	Treasurer
P.O. Box 15048	
Pensacola, FL 32514	

A T T E S T

I, Forrest Emmett Yorby, hereby am familiar with and accept the duties and responsibilities as the registered agent for NATIVE LANDS CORPORATION incorporated in the State of Florida.

  
\_\_\_\_\_  
FORREST EMMETT YORBY

FILED  
89 OCT 13 10:58  
U.S. DEPT. OF JUSTICE



P96000037086

NORMAN MOORE

800A N. MCKENZIE STREET • P.O. BOX 887  
FOLEY, AL 36630 (334) 943-7401  
FAX 943-7400

*Certified Public Accountants*

10471 WILTERIS STREET • P.O. BOX 895  
ROBERTSDALE, AL 36587  
(334) 947-1040 1-800-708-1040  
FAX 947-4040

February 4, 1997

Florida Dept. of Revenue  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

500002081635--6  
-02/07/97--01078--017  
\*\*\*\*\*43.75 \*\*\*\*\*43.75

Gentlemen:

Please find enclosed a signed Articles of Dissolution and a check for \$43.75 for filing fee and certificate of Status.

If you have any questions or require any additional information from our client please call us at (334)947-1040, or we may be reached via mail at Gruenloh & Moore, P.O. Box 895, Robertsedale, AL 36567.

Thank you for your assistance in this matter.

Sincerely,



Wayne A. Gruenloh  
Certified Public Accountant

WAG/cew

Enclosures

SH 2/12  
Diss.

FILED  
97 FEB -7 PM 2:51  
TALLAHASSEE, FLORIDA

## ARTICLES OF DISSOLUTION

Pursuant to 607.1401, Florida Statutes, this Florida profit corporation submits the following articles of dissolution:

FIRST: The name of the corporation is: NATIVE LANDS CORPORATION

SECOND: The articles of incorporation were filed on: MARCH 27, 1996

THIRD: (CHECK ONE)

☐ None of the corporation's shares have been issued.

☒ The corporation has not commenced business.

FOURTH: No debt of the corporation remains unpaid.

FIFTH: The net assets of the corporation remaining after winding up have been distributed to the shareholders, if shares were issued.

SIXTH: Adoption of Dissolution (CHECK ONE)

☒ A majority of the incorporators authorized the dissolution.

☐ A majority of the directors authorized the dissolution.

Signed this 4th day of February, 19 97

Signature

(By the chairman or vice chairman of the board, president, or other officer - if there are no officers or directors, by an incorporator.)

FORREST EMMETT YERBY

(Typed or printed name)

PRESIDENT

(Title)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 FEB -7 PM 2:51

FILED