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LAW OFFICE OF  
KELLY B. HARDWICK, III

Telephone:  
(813) 533-1300  
FAX:  
(813) 534-3143

341 W. Davidson Street  
Suite 301  
Post Office Box 778  
Bartow, FL 33830-0778

April 22, 1996

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

5500 HWY 117, SUITE 200  
TALLAHASSEE, FL 32310  
4400122.50 4400122.50

Re: C D & M Properties, Inc.

Dear Sir:

I have enclosed the executed original and one copy of the proposed Articles of Incorporation for C D & M Properties, Inc. Please certify the copy and return the same to us for our records.

I am also enclosing my check for \$122.50 made payable to the Secretary of State, as payment for the following expenses:

Filing Fee/Incorporation \$	35.00
Registered Agent	35.00
Certified Copy	52.50.

Thank you for your attention to the foregoing. If you have any questions, please do not hesitate to contact me.

Sincerely,

*Kelly B. Hardwick, III*  
Kelly B. Hardwick, III

:pe

Enclosures as noted

96 APR 25 PM 4:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

63 5/2/96

**ARTICLES OF INCORPORATION**

**OF**

**C D & M Properties, Inc.**

95 APR 26 11 11 AM '77

FILED IN 100700

The undersigned do hereby associate themselves for the purpose of forming and becoming a body corporate under the laws of the State of Florida, and under the following Certificate of Incorporation, which they do hereby make, subscribe to and acknowledge to be filed in the office of the Secretary of State of the State of Florida.

**ARTICLE I**

The name of this corporation shall be: **C D & M Properties, Inc.**

**ARTICLE II**

In furtherance and not in limitation of the general powers conferred by the laws of the State of Florida, and the objects and purposes herein set forth, it is expressly provided that this corporation shall have also the following powers, namely:

(a) To hold title to real estate and personalty; to make investments, loan, borrow, etc.

(b) To buy, sell, import and to deal generally in and with all kinds and types of supplies, goods, products and parts of every kind and description.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, pledge, lease or in any other manner dispose of or encumber real and personal property, including franchises, patents, copyrights, trademarks and licenses in the State of Florida and in all other countries.

(d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as required.

(e) To buy, sell, deal in, lease, hold or improve real estate, and the fixtures and personal property incidental thereto or connected therewith, and with that end in view to acquire, by purchase, lease, hire or otherwise, lands, tenements, hereditaments, or any interest therein, and to improve the same, and generally to hold, manage, deal with and improve the property of the company, and to sell, lease, mortgage, pledge, or otherwise dispose of the lands, tenements, and hereditaments or other property of the company.

(f) To purchase, hold and reissue its capital stock.

(g) To acquire the good will, rights and property or to undertake the whole or any part of the assets or liabilities of any person, firm association or corporation, to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business; to guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of the shares of the capital stock of, or any bonds, securities, or evidences of indebtedness created by any other corporation or corporations in this State or any other state, country, nation or government and while owner of said stock to exercise all the rights, powers, and privileges of ownership, including the right to vote thereon, to the same extent as natural persons might or could do.

(h) To enter into, make and perform contracts of every kind with any person, firm, association, or corporation, municipality, body politic, county, territory, state, government or colony or dependency thereof, and without limits as to the amount; to draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, bond, debentures, and other negotiable or transferable instruments and evidences of indebtedness, whether secured by mortgage or otherwise, as well as to secure the same by mortgage or otherwise, so far as may be permitted by the laws of the State of Florida.

(i) In general to do any or all of the things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, or otherwise, and either alone or in company with others.

(j) Generally to have and be possessed with all the privileges and powers granted, or which may hereafter be granted, to corporations for profit under the laws of the State of Florida.

The foregoing clauses shall be construed both as objects and powers; and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

### ARTICLE III

The capital stock of this corporation shall consist of 7500 shares of common stock with a nominal or par value of One Dollar (\$1.00) per share. The corporation shall have a right of first refusal on transfer of said stock.

The whole or any part of the authorized capital stock may be paid for in cash, property or services, at a just value to be

fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE IV

The amount of capital with which this corporation shall begin business shall be One Thousand Dollars (\$1,000.00).

#### ARTICLE V

The period of existence of this corporation shall be perpetual, or until dissolved according to law.

#### ARTICLE VI

The principal office and place of business shall be at 2014 Windward Pass, Lakeland, Florida 33813, but it may establish branch offices, if, and when, it is deemed advisable by the Board of Directors.

#### ARTICLE VII

The number of Directors comprising the Board of Directors of this corporation shall be one (1). The number of Directors comprising said Board may be changed from time to time by vote of the stockholders, but shall in no wise be less than one (1).

#### ARTICLE VIII

The names and post offices addresses of the first Board of Directors of this corporation are as follows:

**BILLY J. WOODHAM**  
2014 Windward Pass  
Lakeland, Florida 338

#### ARTICLE IX

The officers of this corporation shall be a President, a Vice President, a Secretary and a Treasurer.

#### ARTICLE X

Subject to change at any time by the By-Laws of the corporation, the annual meeting of the stockholders shall be held at the principal office of the corporation on the 31st day of March of each and every year, at which meeting the stockholders shall elect the directors for the ensuing year. Non-cumulative voting shall be allowed.

#### ARTICLE XI

The private property of the stockholders shall not be subject to payment of corporate debts to any extent whatever.

#### ARTICLE XII

The names and places of residence of each of the original subscribers to the capital stock of this corporation, and the number of shares subscribed for by each are as follows:

Billy J. Woodham -- 1,000 Shares  
2014 Windward Pass  
Lakeland, Florida 338

#### ARTICLE XIII

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized:

To make, alter, amend and rescind the By-Laws of this corporation, to fix the amount to be reserved as working capital; to authorize and cause to be executed mortgages and liens, without limit as to amount upon the property and franchises of this corporation.

With the consent in writing and pursuant to a vote of the holders of a majority of the capital stock issued and outstanding, the directors shall have authority to dispose of, in any manner, the whole property of this corporation.

The stockholders and directors shall have the power to hold their meeting and keep the books, documents, and papers of the corporation outside the State of Florida, at such places as may be from time to time designated by the By-Laws or by resolution of the stockholders or directors, except as otherwise required by the laws of Florida.

If the By-Laws so provide, to designate one or more of their number to constitute an executive committee, which shall for the time being, as provided in said resolution or in the By-Laws of this corporation, have and exercise any or all of the powers of the Board of Directors in the management of the business and affairs of this corporation and have power to authorize the seal of this corporation to be affixed to all papers which may require it.

This corporation reserves the right to amend, alter, change or repeal any provision contained in this certificate of incorporation in the manner now or hereafter prescribed by statute, and all rights conferred in stockholders herein are granted subject to this reservation.

The directors of this corporation shall have the power to establish and maintain, in addition to the principal office in Florida, one or more offices at such places at they may from time to time designate.

This corporation may under its By-Laws confer powers additional to the foregoing upon the directors, in addition to the powers and authority expressly conferred on them by law.

It is the intention that the objects, purposes and powers specified in Article II hereof shall, except when otherwise specified in said Article, be in no wise limited nor restricted by reference to or inference from the terms of any other clause or article in these articles of incorporation, but that the objects, purposes and powers specified in Article II hereof, and in each of the clauses or paragraphs of this charter, shall be regarded as independent objects, purposes and powers.

#### ARTICLE XIV

The registered office of the corporation shall be 2014 Windward Pass, Lakeland, Florida

BILLY J. WOODHAM, is hereby designated as resident agent and registered agent of the corporation, whose street address is 2014 Windward Pass, Lakeland, Florida 338 , and whose mailing address is the same.

I have accordingly hereunto set my respective hand and seal this 27<sup>th</sup> day of MARCH, 1996.

Signed, sealed and delivered  
in the presence of:

Kelly B. Henderson III

Billy J. Woodham (SEAL)  
BILLY J. WOODHAM

Karen Cray  
Two Witnesses

STATE OF FLORIDA

COUNTY OF POLK

On this day personally appeared before me, an officer duly authorized to take acknowledgments, BILLY J. WOODHAM, who has produced a FL DMV driver's license as identification and who did take an oath, who has executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein set forth.

Witness my hand and official seal at Bartow, Polk County, Florida, this 27<sup>th</sup> day of March, 1996.



KAREN LYNN CROY  
My Commission CC311141  
Expires Aug. 26, 1997  
Bonded by HAI  
800-422-1655

Karen Lynn Croy  
(Karen Lynn Croy)  
Notary Public  
Notary Commission/Expiration:

**ACCEPTANCE OF REGISTERED AGENT**

I, BILLY J. WOODHAM, hereby accept designation as resident agent and registered agent of C D & M PROPERTIES, INC.

Billy J. Woodham  
BILLY J. WOODHAM

SWORN TO AND SUBSCRIBED before me this 27<sup>th</sup> day of March, 1996 by BILLY J. WOODHAM who has produced a FL DMV driver's license as identification and who did take an oath.



KAREN LYNN CROY  
My Commission CC311141  
Expires Aug. 26, 1997  
Bonded by HAI  
800-422-1655

Karen Lynn Croy  
(Karen Lynn Croy)  
Notary Public  
Notary Commission/Expiration:

96 APR 25 PM 4:58  
FILED  
CLERK  
POLK COUNTY  
FLORIDA