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FRANK M. GAFFORD

April 24, 1996

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

EFFECTIVE DATE  
April 24, 1996

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

Re: G.P. Performance, Inc.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for G.P. Performance Inc. I am also enclosing a check in the amount of \$122.50 to cover the cost of the organization tax and fees and certified copy.

If there is any further information that you need, please feel free to contact me at the above number.

Yours very truly,

*Suzette Woolsey*

Suzette Woolsey  
Secretary to  
Frank M. Gafford

enc.

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RECEIVED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
56 APR 26 PM 5:50

63 5/2/96

ARTICLES OF INCORPORATION  
OF  
G.P. PERFORMANCE, INC.

96 APR 26 PM 1:00  
STATE OF FLORIDA

ARTICLE I NAME

The name of this corporation is G.P. Performance, Inc.

EFFECTIVE DATE  
April 24, 1996

ARTICLE II DURATION

This corporation shall exist perpetually commencing on the date of execution and acknowledgment of these articles.

ARTICLE III PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business.

ARTICLE IV CAPITAL STOCK

This corporation is authorized to issue 7500 shares of common stock \$1.00 par value common stock.

ARTICLE V PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 214 South 1st Street, Lake City, Florida 32055 and the name of the initial registered agent of this corporation at that address is Gregory Burns Gafford.

#### ARTICLE VII INCORPORATORS

The names and addresses of the persons signing these articles are Gregory Burns Gafford, 2903 Arapahoe Street, Lake City, Florida 32055 and Paul Anthony Schaefer, Route 13 Box 375, Lake City, Florida 32055.

#### ARTICLE VIII BYLAWS

The power to adopt, alter, amend or repeal bylaws shall be vested in the shareholders.

#### ARTICLE IX RESTRICTIONS ON TRANSFER OF STOCK

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

<b>Gregory Burns Gafford</b>	<b>500</b>
<b>Paul Anthony Schaefer</b>	<b>500</b>

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, those shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

**ARTICLE X CALLING OF SPECIAL MEETINGS**

Special meetings of the shareholders may be called by the President or Secretary/Treasurer.

**ARTICLE XI SHAREHOLDER QUORUM AND VOTING**

51% of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of 51% of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

**ARTICLE XII APPROVAL OF SHAREHOLDERS  
REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not that approval is required by law.

**ARTICLE XIII CONDUCT OF CORPORATE BUSINESS**

The business and affairs of this corporation shall be conducted upon a majority vote of shareholders of the corporation. Each shareholder shall be entitled to one vote for each share of stock held by that shareholder.

**ARTICLE XIV MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the shareholders of this corporation.

This corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

**ARTICLE XV MEETINGS BY CONFERENCE TELEPHONE**

Shareholders may participate in meetings of the shareholders by means of conference telephone.

**ARTICLE XVI REDUCTION IN STATED CAPITAL**

The stated capital of this corporation shall not be reduced by action of the shareholders when the reduction is not accompanied by an action requiring or constituting an amendment of the articles of incorporation.

**ARTICLE XVII INDEMNIFICATION**

The corporation shall indemnify any officer, or any former officer to the full extent permitted by law.

**ARTICLE XIX AMENDMENT**

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

IN WITNESS WHEREOF the undersigned subscriber has executed these Articles of Incorporation on this 21<sup>st</sup> day of April, 1996.

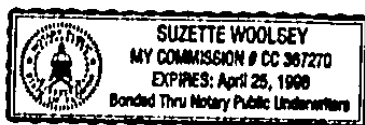
  
GREGORY BURNS GAFFORD

  
PAUL ANTHONY SCHAEFER

STATE OF FLORIDA  
COUNTY OF COLUMBIA

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County aforesaid to take acknowledgments, personally appeared GREGORY BURNS GAFFORD and PAUL ANTHONY SCHAEFER, to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and who acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and seal in the County and State last aforesaid this 21<sup>st</sup> day of April, 1996.



  
SUZETTE WOOLSEY

My Commission Expires: 4/25/98

**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant of Chapter 48.091, Florida States, the following is submitted, in compliance with said Act:

That G.P. Performance Inc., desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation at 214 South 1st Street, Lake City, Columbia County, Florida has named Gregory Burns Gafford, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process of the 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.

  
**GREGORY BURNS GAFFORD**

FILED  
96 APR 26 PM 5:50  
TALLAHASSEE, FLORIDA  
CLERK OF STATE