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W. E. WINDERWEEDLE (1906-1979)  
WEBBER B. HAINES (1906-1995)

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REPLY TO:  
Orlando

WRITER'S DIRECT NUMBER:  
(407) 246-8678

January 16, 1997

Division of Corporations  
Secretary of State  
409 E. Gaines Street  
Tallahassee, FL 32399

300002062463--8  
-01/17/97-01117-002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: St. Johns Farms, Inc.

Dear Sir/Madam:

Enclosed please find Articles of Incorporation and a copy of such articles to be certified and returned on behalf of St. Johns Farms, Inc. Please note that the requested effective date is January 17, 1997. Also please find a check in the amount of \$122.50 to cover the required fee.

Should you have any questions, please do not hesitate to call me at 407-246-8678.

Sincerely,

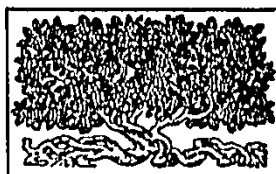
*M. Deborah Fricke*

M. Deborah Fricke  
Corporate Legal Assistant

:mdf

*Dmc*  
*1/23/97*

FILED  
97 JAN 17 PM 2:24  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



WINDERWEEDLE  
HAINES WARD  
& WOODMAN, P.A.

EST. 1931



**ARTICLES OF INCORPORATION  
OF  
ST. JOHNS FARMS, INC.**

**FILED**

**97 JAN 17 PM 2:24**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned Incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

**ARTICLE I - Name**

The name of this corporation shall be:

**ST. JOHNS FARMS, INC.**

**ARTICLE II - Business and Activities**

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE III - Capital Stock**

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is ten thousand (10,000) shares of common stock having a par value of one dollar (\$1.00) per share.

**ARTICLE IV - Term of Existence**

The effective date upon which this Corporation shall come into existence shall be as of January 17, 1997, and it shall exist perpetually thereafter unless dissolved according to law.

**ARTICLE V - Initial Corporate Office;  
Initial Registered Office and Agent**

The street address and mailing address of the initial corporate office of this Corporation is 1991 Industrial Drive, DeLand, Florida 32724. The street address of the initial registered office is 390 North Orange Avenue, Suite 1490, Orlando, Florida 32801 and the name of the initial registered agent of this Corporation at that address is J. P. Carolan, III.

#### ARTICLE VI - Directors

- A. The initial number of Directors of this Corporation shall be one (1).
- B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).
- C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.
- D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.
- E. The name and street address of the initial member of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until his successor is elected or appointed and has qualified, is:

<u>Name</u>	<u>Address</u>
David R. Robinson	1991 Industrial Drive DeLand, Florida 32724

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

#### ARTICLE VII - Incorporator

The name and street address of the Incorporator signing these Articles is:

<u>Name</u>	<u>Address</u>
J. P. Carolan, III	390 N. Orange Avenue, Suite 1490 Orlando, Florida 32801

#### ARTICLE VIII - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

#### ARTICLE IX - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### ARTICLE X - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

#### ARTICLE XI - No Preemptive Rights

No Shareholder of this Corporation shall have any preemptive or preferential right, as there are defined by law, to subscribe for or purchase shares or securities which the Corporation may from time to time issue or sell.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 16th day of January, 1997.

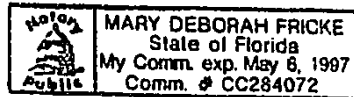
  
\_\_\_\_\_  
J. P. Carolan, III

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 10<sup>th</sup> day of January, 1997,  
by J. P. Carolan, III. He ~~[ ]~~ is personally known to me or [ ] has produced \_\_\_\_\_  
as identification.

Mary Deborah Fricke  
NOTARY SIGNATURE



Mary Deborah Fricke  
NOTARY NAME PRINTED  
Notary Public  
My Commission Expires: 5/6/97

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent  
of St. Johns Farms, Inc.

J. P. Carolan, III  
J. P. Carolan, III