

P97000007346

TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
97 JAN 21 AM 8 22
SECRET
TALLAHASSEE, FLORIDA

SUBJECT: BTC Investments Inc.
(Proposed corporate name - must include suffix)

000002063880--5
-01/22/97--01035--008
*****78.75 *****78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee
& Certificate

☐ \$122.50
Filing Fee
& Certified Copy

☐ \$131.25
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DORSEY C. MARTIN, III
Name (Printed or typed)

3924 Deerfield Lane
Address

Baton Rouge LA 70816
City, State & Zip

504-926-8533
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

XH
1-27-97

ARTICLES OF INCORPORATION
OF
BTC INVESTMENTS, INC.

97 JUN 21 AM 8:22
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is BTC INVESTMENTS, INC.

ARTICLE II
PURPOSE

The purpose of the corporation is to engage in any lawful activity for which corporations may be formed under the Business Corporation Law.

ARTICLE III
CAPITAL

This corporation has authority to issue an aggregate of one thousand shares (1000) of capital stock, all of which are designated common stock having no par value per share.

ARTICLE IV
PREEMPTIVE RIGHTS

A. Each holder of shares shall, upon the additional issuance of shares or securities convertible into shares, have a preemptive right during a reasonable period of time to be fixed by the Board of Directors or by the shareholders to subscribe at such price and upon such terms and conditions as may be fixed by the Board of Directors or by the shareholders by a vote of a majority of the voting power present for that proportion of the shares of securities convertible into shares to be issued as the number of

by these Articles of Incorporation.

ARTICLE V

CUMULATIVE VOTING

In the election of directors, each shareholder of record shall have the right to multiply the number of votes to which he is entitled by the number of directors to be elected and to cast all such votes for one candidate or distribute them among any two or more candidates.

ARTICLE VI

CORPORATE ACTION OF SHAREHOLDERS

If shareholder action or approval is required by law in connection with the amendment of these articles or any merger, consolidation, transfer of corporate assets or dissolution of or involving the corporation, such action or approval shall be taken or given only upon the affirmative vote of not less than sixty-six (66%) percent of the number of shares entitled to vote on the particular question.

ARTICLE VII

SHAREHOLDERS' CONSENTS

Whenever the affirmative vote of shareholders is required to authorize or constitute corporate action, the consent in writing to such action signed only by shareholders holding that proportion of the total voting power on the question which is required by law or by these Articles of Incorporation, whichever requirement is higher, shall be sufficient for the purpose without necessity for a meeting of shareholders.

shares held by him bears to the total number of shares outstanding. Any shares or securities convertible into shares not subscribed for by the shareholders within the reasonable period of time fixed as described above may thereafter for one (1) month following the end of such period be issued or sold to, or subjected to, rights or options in favor of any other person or persons at a price not less than, and on terms and conditions not different from, that at which the same were offered to such shareholders.

B. No shareholder may sell any stock of this corporation or any securities convertible into stock of this corporation without first offering to sell the same to the corporation. The corporation shall have a reasonable period of time fixed by the Board of Directors, said period of time not to exceed six (6) months from the date the corporation received written notice from the seller of his intention to sell the stock or securities convertible into stock and the price, terms and conditions of the sale, within which to purchase the same. Any share or securities convertible into shares of this corporation not subscribed for by the corporation with the aforesaid period of time may thereafter for ninety (90) days following the end of such period be sold or subjected to the rights or options in favor of any other person or persons at a price less than, and on terms and conditions not different from, that at which the same were offered to the corporation. Notwithstanding anything herein to the contrary, any shareholder of this corporation may transfer all or any portion of his stock in this corporation to his spouse or children or grandchildren, which transfer shall not be restricted or prohibited

ARTICLE VIII

DIRECTORS

SECTION 1. Number of Directors. The number of directors of the corporation shall be such number, not less than one nor greater than nine as shall be designated in the by-laws, or if not so designated, as shall be elected from time to time by the shareholders.

SECTION 2. Director's Proxies. Any director absent from a meeting of the Board of Directors or any committee thereof may be represented by any other director or shareholder, who may cast the vote of the absent director according to the written instructions, general or special, of the absent director.

ARTICLE IX

REVERSION

Cash, property or share dividends, shares issuable to shareholders in connection with a reclassification of stock, and the redemption price of redeemed shares, which are not claimed by the shareholders entitled thereto within one year after the dividend or redemption price became payable or the shares became issuable, despite reasonable efforts by the corporation to pay the dividend or redemption price or deliver the certificates for the shares to such shareholders within such time, shall, at the expiration of such time, revert in full ownership to the corporation, and the corporation's obligation to pay such dividend or redemption price or issue such shares, as the case may be, shall thereupon cease; provided that the board of directors may, at any time, for any reason satisfactory to it, but need not, authorize

(a) payment of the amount of any cash or property dividend or redemption price or (b) issuance of any shares, ownership of which has reverted to the corporation pursuant to this Article IX, to the entity who or which would be entitled thereto had such reversion not occurred.

ARTICLE X

INCORPORATORS

The name and post office address of each incorporator is:

Dorsey C. Martin, III
3924 Deerfield Lane
Baton Rouge, LA 70816

ARTICLE XI

PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

9011 Highway 98 West
Unit 513 Summit
Destin, Florida 32541

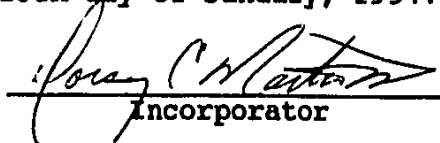
ARTICLE XII

INITIAL REGISTERED AGENT

The name and address of the initial registered agent is :

Corporation Service Company
1201 Hays Street
Tallahassee, Fl 32301

The undersigned incorporator has executed these Articles of Incorporation this 10th day of January, 1997.


Incorporator

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: BTC INVESTMENTS, INC.
2. The name and address of the registered agent and office is:

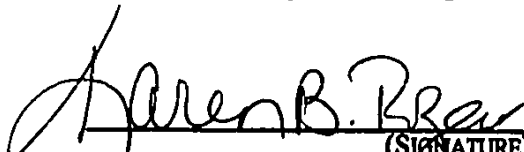
Corporation Service Company
(NAME)

1201 Hays Street
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32301
(CITY/STATE/ZIP)

FILED
97 JAN 21 AM 8:22
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)
Karen B. Rozar, As Agent for Corporation
Service Company

January 8, 1997
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314