

**WALLER & MITCHELL**  
ATTORNEYS AT LAW

5332 MAIN STREET  
NEW PORT RICHEY, FLORIDA 34652  
TELEPHONE (813) 847-2288  
FAX (813) 848-4183  
(800) 304-2288

January 28, 1997

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee FL 34314

RE: SCHERER DEVELOPMENT & PROPERTY MANAGEMENT, INC.  
FILE NO. 12538.01

Gentlemen:

Enclosed are an original and one copy of Articles of Incorporation for the above referenced corporation. In addition, a check for \$122.50 is enclosed representing the following fees:

Filing Fee	\$35.00
Certified Copy	\$52.50
Registered Agent Fee	\$35.00

Please file the original Articles of Incorporation and return a certified copy to the undersigned.

Sincerely yours,

ROLAND D. WALLER

RDW/cf  
Enclosures

ROLAND D. WALLER  
Board Certified Real Estate Lawyer  
THOMAS W. MITCHELL, JR.

FILED  
7 JAN 29 AM 10:19  
TALLAHASSEE, FLORIDA

700002072717--1  
-01/29/97--01071--008  
\*\*\*122.50 \*\*\*122.50

2/3/97

ARTICLES OF INCORPORATION

OF

SCHERER DEVELOPMENT & PROPERTY MANAGEMENT, INC. STATE  
TALLAHASSEE, FLORIDA

FILED

97 JAN 29 AM 10:19

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be:

SCHERER DEVELOPMENT & PROPERTY MANAGEMENT, INC.

The address of the principal office of this corporation shall be 1803 U.S. Highway 19 North, Holiday FL 34691, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 1803 U.S. Highway 19 North, Holiday FL 34691, and the name of the initial registered agent of the corporation at that address is J. Chris Scherer.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### ARTICLE VI. DIRECTORS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in this Articles of Incorporation. This corporation shall have three Directors, initially. The names and addresses of the initial members of the Board of Directors are:

J. Chris Scherer  
1803 U.S. Highway 19 N.  
Holiday FL 34691

Lisa L. Scherer  
1803 U.S. Highway 19 N.  
Holiday FL 34691

Richard W. Baker  
"

#### ARTICLE VII. OFFICERS

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

Pres.  
J. Chris Scherer  
1803 U.S. Highway 19 N.  
Holiday FL 34691

V. Pres.  
Lisa L. Scherer  
1803 U.S. Highway 19 N.  
Holiday FL 34691

Sec.  
Richard W. Baker  
"

#### ARTICLE VIII. PREEMPTIVE RIGHTS

The corporation elects to have preemptive rights.

#### ARTICLE IX. SPECIAL PROVISION

It is the intent of the Incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code and shall take all actions necessary to obtain and maintain its status as an S corporation.

**ARTICLE X. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation:

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 27 day of January, 1997.

  
\_\_\_\_\_  
J. CHRIS SCHERER

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

J. Chris Scherer, having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in the foregoing Articles, I hereby accept such appointment and acknowledged that I am familiar with and accept the obligations and responsibilities of such office as provided for in Florida Statutes 607.0505.

  
\_\_\_\_\_  
J. Chris Scherer

THIS INSTRUMENT PREPARED BY:  
ROLAND D. WALLER, ESQ.  
WALLER & MITCHELL  
5332 Main Street  
New Port Richey FL 34852  
Telephone: 813/847-2288  
FBN 139706

FILED  
97 JAN 29 AM 10:19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA