

P970000165/8  
TRANSMITTAL LETTER

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

60000201 7346  
12/2/96 01052 005  
\$131.25

SUBJECT

Bill Conn Enterprises, Inc.  
(Proposed corporate name - must include suffix)

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

FROM:

\_\_\_\_\_  
Name (Printed or typed)

\_\_\_\_\_  
Address

\_\_\_\_\_  
City, State & Zip

\_\_\_\_\_  
Daytime Telephone number

FILED  
97 FEB 18 AM 8:13  
DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

2/21/97  
TB  
W97-3451

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

2/21/97 DEPOSITS/PAYMENTS DETAIL SCREEN 7:56 AM  
DEPOSIT NUMBER : 12/02/96 01052 005 DEPOSIT TYPE : COR  
ACCOUNT NUMBER : DEPOSIT AMOUNT : 131.25  
USER ID : LSUTTON DEPOSIT BALANCE: 0.00  
DEBIT MEMO DATE: VOID DATE :  
TRACKING NUMBER: 600002017346 DOCUMENT NUMBER: W97000003451  
REQUESTOR : LEDGER DATE : 12/02/96  
SUB ACCT NUMBER:

CATEGORY	DESCRIPTION	AMOUNT
CERT	CERTIFICATION	61.25
CF	ALL CORP FILING FEES	70.00



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

February 12, 1997

**WILLIAM P. CONN**  
15 WEST STRONG ST STE 11-B  
PENSACOLA, FL 32501

**SUBJECT: CONN ENTERPRISES, INC.**  
Ref. Number: W97000003451

We have received your document for CONN ENTERPRISES, INC. . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The entity name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved entity. Names of administratively dissolved entities are not available for one year from the date of administrative dissolution unless the dissolved entity provides the Department of State with a notarized affidavit executed as required by section 607.0120, 617.01201, 608.5135 or 608.4482 Florida Statutes, permitting the immediate assumption or use of the name by another entity.

Simply adding "of Florida" or "Florida" to the end of a name does not constitute a difference.

When the document is resubmitted, please return a copy of this letter to ensure proper handling.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

**Terri Buckley**  
Corporate Specialist

Letter Number: 797A00007428

**ARTICLES OF INCORPORATION**  
**OF**  
**BILL CONN ENTERPRISES, INC.**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is Bill Conn Enterprises, Inc., (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is William P. Conn and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

William P. Conn  
15 West Strong St. Ste 11-B  
Pensacola, FL 32501

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President: William P. Conn  
Secretary: William P. Conn  
Treasurer: William P. Conn

**ARTICLE 6 - DIRECTOR(S)**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The Director(s) of the Corporation shall be:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this corporation is authorized to have outstanding at any time is seven thousand, five hundred shares of common stock, each share having the par value of ONE DOLLAR(\$1.00).

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be and S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an s Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 10 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

#### **ARTICLE 11 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereto, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 12 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of principal office of this Corporation is 15 W. Strong St. Ste 11-B Pensacola, Florida 32501. The name and address of the registered agent of this Corporation is William P. Conn, 15 W. Strong St. Ste 11-B, Pensacola, Florida 32501.

#### **ARTICLE 13 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 14 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 15 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 18th day of February 1997



Mary D Weaver  
My Commission CC610708  
Expires May 28, 2000

*Mary D Weaver*

Notary Public

ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
ARTICLES OF INCORPORATION

FILED  
97 FEB 18 AM 8:15  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, William P. Conn having a business office identical with the registered office of the corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

*William P. Conn*

William P. Conn