



THE UNITED STATES  
CORPORATION  
COMPANY

P97000023639

ACCOUNT NO. : 072100000032

REFERENCE : 293832 9643A

AUTHORIZATION

COST LIMIT : \$ 70.00

*Patricia Pujols*

ORDER DATE : March 14, 1997

ORDER TIME : 9:53 AM

ORDER NO. : 293832-005

CUSTOMER NO: 9643A

CUSTOMER: Ms. Fran Ducoat  
SACHS & SAX, P.A.

P. O. Box 810037

Boca Raton, FL 33481-0037

DOMESTIC FILING

NAME: SCHEARBROOK LAND AND  
LIVESTOCK, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS: \_\_\_\_\_

*W7 6454*  
K.R. MAR 14 1997

FILED  
97 MAR 14 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 MAR 14 PM 11:33



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

to  
Nancy

March 14, 1997

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301-2607

**RESUBMIT**

Please give original  
submission date as file date.

SUBJECT: SCHEARBROOK LAND AND LIVESTOCK, INC.  
Ref. Number: W97000006054

We have received your document for SCHEARBROOK LAND AND LIVESTOCK, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 997A00013176

RECEIVED  
97 MAR 17 AM 9:55  
DIVISION OF CORPORATION

ARTICLES OF INCORPORATION  
OF  
SCHEARBROOK LAND AND LIVESTOCK, INC.

FILED

97 MAR 14 AM 11:57

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, being of legal age and a natural person, do hereby subscribe to, acknowledge and file the following Articles of Incorporation for the purpose of creating a corporation under the laws of the State of Florida.

ARTICLE I

The name and initial address of this Corporation shall be: SCHEARBROOK LAND AND LIVESTOCK, INC., 6661 Lyons Road, Lake Worth, Florida 33467.

ARTICLE II

The purpose for which this Corporation is formed is to engage in the business of purchasing, acquiring, holding, selling and exchanging real estate of all kinds and descriptions; to purchase, hold, acquire, sell and exchange all types of commodities and personal property; to own, operate, and conduct retail and wholesale businesses; and also to engage in any other lawful acts or activities permitted under the laws of the State of Florida.

ARTICLE III

The maximum number of shares which this Corporation is authorized to have issued and outstanding is One Hundred Thousand (100,000), shares of no par value Common Stock.

ARTICLE IV

When authorized by the affirmative vote of the Board of Directors, without the action or approval of the shareholders of the Corporation, the Corporation may purchase, or contract to purchase, at any time and from time to time, shares of any class issued by the Corporation, voting trust certificates for shares, bonds, debentures, notes, scrip, warrants, obligations, evidences of indebtedness or any other securities of the Corporation, for such prices and upon and subject to such terms and conditions as the Board of Directors may determine, provided that no such purchase shall be made, pursuant to any such contract or otherwise, if after such purchase the assets of the Corporation would be less than its liabilities plus stated capital or if it is insolvent as defined under the laws of the State of Florida or if there is reasonable ground to believe that by such purchase it would be rendered insolvent.

ARTICLE V

No holder of shares of any class of the Corporation shall as such holder, have any pre-emptive rights to subscribe for or

purchase shares of any class now or hereafter authorized, or to purchase or subscribe for securities convertible into or exchangeable for shares of the Corporation or to which shall be attached or appertain any warrants or rights entitling the holder thereof to subscribe for or purchase shares.

#### ARTICLE VI

Notwithstanding any provision of the Florida Business Corporation Act, designating for any purpose the vote or consent of the holders of shares entitling them to exercise in excess of a majority of the voting power of the Corporation or of any class or classes of shares thereof, such action, unless otherwise expressly required by statute or by these Articles of Incorporation, may be taken by the vote of the holders of shares entitling them to exercise a majority of the voting power of the Corporation or of such class or classes.

#### ARTICLE VII

No contract or other transaction between this Corporation and any other corporation, and no act of this Corporation, shall in any way be affected or invalidated by the fact that any of the directors of this Corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of this Corporation who is also a director or an officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such a director or officer of such other corporation, or not so interested.

#### ARTICLE VIII

This Corporation shall commence its existence immediately upon the filing of these Articles of Incorporation and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE IX

The initial registered office of this Corporation shall be c/o Sachs, Sax & Klein, P.A., 301 Yamato Road, Boca Raton, Florida 33431, with the privilege of having its offices and branch offices at other places within or without the State of Florida. The initial registered agent at that address shall be Spencer M. Sax, Esquire.

#### ARTICLE X

The names and addresses of the first directors of the Corporation, who shall hold office for the first year or until his/her successor is duly elected and qualified, shall be:

<u>Name</u>	<u>Address</u>
Eugene C. Schear	6661 Lyons Road, Lake Worth, Florida 33467
Herbert O. Schear	6661 Lyons Road, Lake Worth, Florida 33467
James M. Zeller	6661 Lyons Road, Lake Worth, Florida 33467
Lee Schear	6661 Lyons Road, Lake Worth, Florida 33467
Francine Linde	6661 Lyons Road, Lake Worth, Florida 33467

#### ARTICLE XI

The name and address of the incorporator is: Spencer M. Sax, c/o Sachs, Sax & Klein, P.A., 301 Yamato Road, Suite 4150, Boca Raton, Florida 33431.

#### ARTICLE XII

The private property of the stockholders shall not be subject to payment of the corporate debts to any extent.

#### ARTICLE XIII

This Corporation may indemnify and insure its officers and directors to the fullest extent permitted by law.

[SIGNATURES ON FOLLOWING PAGE]

IN WITNESS WHEREOF, I, the undersigned, being the incorporator hereinbefore named, for the purpose of forming a Corporation to do business both within and without the State of Florida, under the laws of Florida, make and file these Articles of Incorporation hereby declaring and certifying that the facts herein stated are true, and hereunto set my hand and seal this 13 day of March, 1997.

Spencer Sax  
Spencer M. Sax, Incorporator

STATE OF FLORIDA       )  
                                  ) SS:  
COUNTY OF PALM BEACH )

The foregoing instrument was acknowledged before me on this 13 day of March, 1997, by Spencer M. Sax, as Incorporator of Shearbrook Land and Livestock, Inc., on behalf of the Corporation. He is (personally known to me) (or has produced his driver's license) and did not take an oath.

Cynthia Flynn  
Notary Public  
State of Florida at Large  
My Commission Expires:



CYNTHIA FLYNN  
MY COMMISSION # CC336789 EXPIRES  
December 20, 1997  
BONDED THRU TROY FAIR INSURANCE, INC.

ASSIGNMENT BY THE SOLE INCORPORATOR  
TO THE ARTICLES OF INCORPORATION OF  
SCHEARBROOK LAND AND LIVESTOCK, INC.

THE UNDERSIGNED, SPENCER M. SAX ESQUIRE, as sole incorporator,  
for value received, hereby assigns any and all rights he may have  
as such incorporator to the following:

Eugene C. Schear

EFFECTIVE this 13 day of March, 1997

Spencer M. Sax  
Spencer M. Sax, Esq.

STATE OF FLORIDA            )  
                                  ) SS:  
COUNTY OF PALM BEACH    )

The foregoing instrument was acknowledged before me this 13  
day of March, 1997 by Spencer M. Sax, Esq. He is (personally  
known to me) (~~or has produced his driver's license~~) and did not  
take an oath.

Cynthia Flynn  
Notary Public  
State of Florida  
My commission expires:

c:\wp51\schea\assignme.f24



CYNTHIA FLYNN  
MY COMMISSION # 00330708 EXPIRES  
December 20, 1997  
BONDED THIRD TROY FAIR INSURANCE, INC.

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

**FILED**

**MAR 14 AM 11:57**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

In compliance with the laws of the State of Florida, the following is submitted:

First -- That Shearbrook Land and Livestock, Inc. desiring to organize under the laws of the State of Florida, has named Spencer M. Sax, Esquire, as its statutory registered agent.

Having been named the statutory agent of the above Corporation at the place designated in this Certificate, I hereby accept the same and agree to act in this capacity, and agree to comply with the provisions of Florida law relative to keeping the registered office open.

Dated this 13 day of March, 1997.

*Spencer Sax*

\_\_\_\_\_  
Spencer M. Sax, Esquire,  
Registered Agent