

997000026011

Deborah J. Murdock

P. O. Box 1580  
Ocklawaha, FL 32183

Telephone 352-288-5591  
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March 6 1997

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

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-03/10/97--01098--004  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: CANDLER MANOR, INC.**

Dear Sir or Madam:

Enclosed are the original and one copy of the Articles of Incorporation for the above referenced proposed Florida corporation. Also enclosed is a check in the amount of \$122.50, representing the fees for filing and registered agent designation.

Thank you for your prompt attention to this matter.

Sincerely,

*Deborah J. Murdock*  
Deborah J. Murdock

Enclosures (3)

634-615-611-  
W97 — 6148

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 24 PM 1:18

3/24/97

March 20, 1997

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 24 PM 1:18

Florida Department of State  
Division of Corporations  
Ms. Claretha Golden  
P.O. Box 6327  
Tallahassee, FL 32314

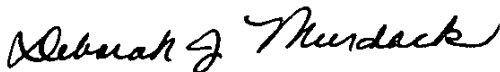
SUBJECT: CANDLER MANOR, INC.  
Ref. Number: W97000006148  
Letter Number 197A00013377

Dear Ms. Golden,

Enclosed please find the notarized original and copy of Articles of Incorporation for the above proposed corporation as well as a copy of your letter dated 3/17/97. Per your instructions, the document has been corrected to include the required information.

If you have any questions, I may be contacted at (352) 288-5591

Respectfully submitted,



Deborah J. Murdock  
P.O. Box 1580  
Ocklawaha, FL 32183

Enc.



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

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DIVISION OF CORPORATIONS  
97 MAR 24 PM 1:18

March 17, 1997

DEBORAH J. MURDOCK  
POST OFFICE BOX 1580  
OCKLAWAHA, FL 32183

SUBJECT: CANDLER MANOR, INC.  
Ref. Number: W97000006148

We have received your document for CANDLER MANOR, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The registered agent must sign accepting the designation.

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) 487-6973.

Claretha Golden  
Document Specialist

Letter Number: 197A00013377

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DIVISION OF CORPORATIONS  
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**ARTICLES OF INCORPORATION  
of  
CANDLER MANOR, INC.**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of Florida, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is Candler Manor, Inc..  
The principal Office is at: 10725 SE Maricamp Road  
Candler, FL 32111  
The mailing address is:  
P.O. Box 1580  
Ocklawaha, FL 32183

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 1,000 shares of no par value stock.

**ARTICLE III  
REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Deborah J. Murdock  
14344 S.E. 131st Place  
P.O. Box 1580  
Marion County  
Ocklawaha, FL 32183

I hereby am familiar with and accept the duties and responsibilities as registered agent for Candler Manor, Inc.

 3/19/97  
Deborah J. Murdock

#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the persons constituting the initial board of directors are:

Maureen Labagh  
P.O. Box 134  
Candler, FL 32111-0134

David A. Labagh  
P.O. Box 134  
Candler, FL 32111-0134

Michael L. Murdock  
P.O. Box 1580  
Ocklawaha, FL 32183

Deborah J. Murdock  
P.O. Box 1580  
Ocklawaha, FL 32183

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her

position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

## **ARTICLE VII OTHER PROVISIONS**

Preemptive Rights. The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

Director or Officer Interest. In the absence of fraud, no transaction between (a) this corporation and (b) any other association, corporation or any director or officer of this corporation individually, shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him or her in this corporation without first offering to sell such stock to the corporation on the same terms and conditions and at the price offered in good faith and in writing, by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the shareholder and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation shall not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

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DIVISION OF CORPORATIONS

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Deborah J. Murdock

Deborah J. Murdock, Incorporator  
P.O. Box 1580  
Ocklawaha, FL 32183

David A. Labagh

David A. Labagh, Incorporator  
P.O. Box 134  
Candler, FL 32111-0134

Maureen Labagh

Maureen Labagh, Incorporator  
P.O. Box 134  
Candler, FL 32111-0134

Michael L. Murdock

Michael L. Murdock, Incorporator  
P.O. Box 1580  
Ocklawaha, FL 32183

State of Florida, County of Marion, ss:

Subscribed and sworn to (or affirmed) before me this 4 day of March, 19 97

Beatrice H. Phelps  
Notary Public



BEATRICE H. PHELPS  
My Commission CC406  
Expires Oct. 18, 1998  
Bonded by NFNU  
800-224-6388