

P970000 38814  
BEN BOLLINGER

ATTORNEY AT LAW

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PANAMA CITY, FLORIDA 32401

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P.O. BOX 1788  
PANAMA CITY, FL 32402

April 25, 1997

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

RE: Articles of Incorporation for  
Booker & MacDonald Realty, Inc.

To Whom It May Concern:

I am enclosing herewith the original and one copy of proposed Articles of Incorporation for the above-referenced corporation, together with a check in favor of the Secretary of State in the amount of \$122.50, for the following fees:

Filing Fee	\$ 35.00
Certified Copy	\$ 52.50
Designation of Registered Agent	\$ 35.00
	<u>\$122.50</u>

Please file these Articles of Incorporation and return a certified copy to me. Thank you.

Sincerely,

*Ben Bollinger*

Ben Bollinger

BB/bm

Enclosures

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60000:157806--1  
-04/29/97 -1033--007  
\*\*\*\*122.50 \*\*\*\*122.50

FILED  
APR 29 AM 10:26  
TALLAHASSEE, FLORIDA

F. G. McGee MAY 1 - 1997

ARTICLES OF INCORPORATION  
OF  
BOOKER & MACDONALD REALTY, INC.

FILED  
97 APR 29 11:03:26  
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of this corporation is Booker & MacDonald Realty, Inc., whose principal office and mailing address is 9722-B Front Beach Road, Panama City Beach, Florida 32408.

ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of this filing of these Articles with the Department of State.

ARTICLE III - PURPOSE

All purposes as provided by current Florida law and any amendments thereto, including any emergency powers.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized 100 shares of \$1.00 par value common stock.

ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash or any new stock of this corporation, shall have the right to purchase his pro-rated share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 9722-B Front Beach Road, Panama City Beach, Florida 32408, and the name of the initial registered agent of this corporation is Terry W. Booker.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors constituting the initial Board of Directors. The number of directors may be either increased or decreased from time to time by the by-laws, however, there shall never be less than one (1) Director. The name(s) and address(es) of the initial Board of Directors of the corporation is (are):

Marilyn J. MacDonald  
9722-B Front Beach Road  
Panama City, Florida 32408

Carmon Jean Booker  
9722-B Front Beach Road  
Panama City, Florida 32408

Robert G. Reid  
9722-B Front Beach Road  
Panama City, Florida 32408

#### ARTICLE VIII - INCORPORATION

The names and addresses of the Incorporators signing these Articles are:

Marilyn J. MacDonald  
9722-B Front Beach Road  
Panama City, Florida 32408

Carmon Jean Booker  
9722-B Front Beach Road  
Panama City, Florida 32408

Douglas A. MacDonald  
9722-B Front Beach Road  
Panama City, Florida 32408

Terry W. Booker  
9722-B Front Beach Road  
Panama City, Florida 32408

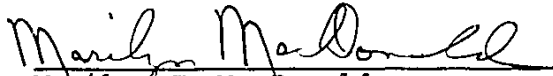
#### ARTICLE IX - INDEMNIFICATION

The corporation shall indemnify any officer or director or any former officer or director to the full extent permitted by law.

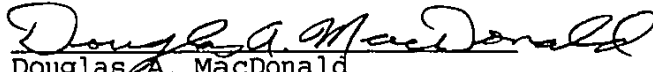
**ARTICLE X - AMENDMENT**

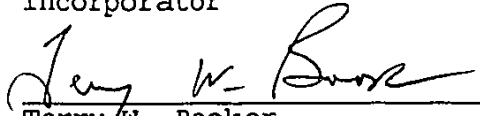
This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, by a majority vote of the Board of Directors, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on this 24<sup>th</sup> day of April, 1997.

  
Marilyn J. MacDonald  
Incorporator

  
Carmon Jean Booker  
Incorporator

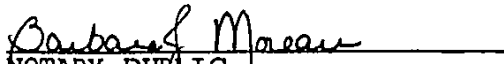
  
Douglas A. MacDonald  
Incorporator

  
Terry W. Booker  
Incorporator and Registered  
Agent

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **MARILYN J. MACDONALD**, to me personally known or who produced \_\_\_\_\_ as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24<sup>th</sup> day of April, 1997.

  
NOTARY PUBLIC



BARBARA J. MOREAU  
My Commission CC481218  
Expires May. 09, 1999  
Bonded by HAI  
800-422-1558

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **CARMON JEAN BOOKER**, to me personally known or who produced \_\_\_\_\_ as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24<sup>th</sup> day of April, 1997.

*Barbara J Moreau*  
NOTARY PUBLIC

BARBARA J MOREAU  
My Commission CC481218  
Expires May. 09, 1999  
Bonded by HAI  
1-800-422-1555

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **DOUGLAS A. MACDONALD**, to me personally known or who produced \_\_\_\_\_ as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24<sup>th</sup> day of April, 1997.

*Barbara J Moreau*  
NOTARY PUBLIC

BARBARA J MOREAU  
My Commission CC481218  
Expires May. 09, 1999  
Bonded by HAI  
1-800-422-1555

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared **TERRY W. BOOKER**, to me personally known or who produced \_\_\_\_\_ as identification, and to me known to be the person described in and who executed the foregoing and acknowledged before me that they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 24<sup>th</sup> day of April, 1997.

*Barbara J Moreau*  
NOTARY PUBLIC

BARBARA J MOREAU  
My Commission CC481218  
Expires May. 09, 1999  
Bonded by HAI  
1-800-422-1555

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE  
OF PROCESS WITHIN FLORIDA, AND ACCEPTANCE OF  
AGENT UPON WHOM PROCESS MAY BE SERVED

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In compliance with Sections 48.091 and 607.034, Florida Statutes, the following is submitted.

FIRST, that Booker & MacDonald Realty, Inc., desiring to be organized or qualify under the laws of the State of Florida, with its principal place of business at 9722-B Front Beach Road, Panama City Beach, Florida 32408, has named Terry W. Booker, whose address is 9722-B Front Beach Road, Panama City Beach, Florida 32408, as its agent to accept service of process within Florida.

DATED this 24<sup>th</sup> day of April, 1997.

Marilyn J. MacDonald  
Marilyn J. MacDonald  
Incorporator

Carmon Jean Booker  
Carmon Jean Booker  
Incorporator

Douglas A. MacDonald  
Douglas A. MacDonald  
Incorporator

Terry W. Booker  
Terry W. Booker  
Incorporator

Having been named to accept service of process for the above-named corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper performance of my duties.

Terry W. Booker  
Terry W. Booker  
Registered Agent

FILED  
APR 29 AM 10:26  
TALLAHASSEE, FLORIDA