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FRANK C. DECKER P.A.  
ATTORNEY AT LAW  
5515 PHILLIPS HIGHWAY  
JACKSONVILLE, FLORIDA 32207

FILED

97 MAY 15 PM 1:50

FRANK C. DECKER

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
TELEPHONE (904) 730-3099  
FAX (904) 737-1693

MAILING ADDRESS:  
POST OFFICE BOX 5488  
JACKSONVILLE, FL 32247

May 14, 1997

DELIVERED BY FEDERAL EXPRESS

FLORIDA DEPARTMENT OF STATE  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

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-05/15/97--01045--001  
\*\*\*\*\*122.50 \*\*\*\*\*122.50

RE: New Corporation  
WILLIAM H. SWAN & SONS, INC.

Please find enclosed the Articles of Incorporation of William H. Swan & Sons, Inc., with one copy. Also enclosed is the cashier's check, described below, in payment of your statutory fees. Please file these article and mail one certified copy of same to me to my mailing address shown above.

  
FRANK C. DECKER

FCD:s  
Encls:  
Arts. of Inc., with copy  
Cashier's Check No. 134305  
FIRST GUARANTY BANK & TRUST CO.  
Jacksonville, Fla.

965-20-92

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**WILLIAM H. SWAN & SONS, INC.**

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The undersigned incorporator, LARRY R. JACKSON, adopts the following Articles of Incorporation for the purpose of forming a corporation for profit under the laws of Florida.

**ARTICLES I**  
**NAME**

The name of this corporation is

**WILLIAM H. SWAN & SONS, INC.**

**ARTICLE II**  
**DURATION**

This corporation shall exist perpetually, commencing on the date of the filing of these Articles of Incorporation with the Department of State of the State of Florida.

**ARTICLE III**  
**NATURE OF BUSINESS**

This corporation is organized for the purpose of transacting and engaging in any or all business permitted under the laws of the United States, the State of Florida and all other states, territories and jurisdictions of the United States.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to

have outstanding at any one time is one hundred shares of common capital stock having a par value of One Dollar per share.

**ARTICLE V  
INITIAL PRINCIPAL OFFICE AND  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office and initial Registered office of this corporation is:

4616 Homestead Road  
Jacksonville, Florida 32210

and the name of the initial Registered Agent of the corporation at that address is:  
LARRY R. JACKSON.

**ARTICLE VI  
DIRECTORS**

This corporation shall initially have two Directors. The number of Directors may be increased or decreased from time to time by the bylaws, but shall never be less than one; however, the number of Directors elected at any election shall always be deemed the lawful number of Directors which this corporation is permitted or required to have any the time regardless of any number required or provided by the bylaws. The names and address of the first Directors is:

LARRY R. JACKSON  
JOSEPH E. PENCE  
4616 Homestead Road  
Jacksonville, Florida 32210

A Board of Directors having only one Director may take any action which a Board of Directors could take which has more than one Director.

**ARTICLE VII  
INCORPORATORS**

The name and street address of the Incorporator of this corporation is:

LARRY R. JACKSON  
4616 Homestead Road

Jacksonville, Florida 32210

**ARTICLE VIII  
FIRST OFFICERS**

The initial officers of this corporation are:

**LARRY R. JACKSON  
4616 Homestead Road  
Jacksonville, Florida 32210  
PRESIDENT, SECRETARY and TREASURER**

who shall hold said offices until his successors have been duly elected or appointed. The officers above named are authorized to sign and issue appropriate stock certificates or letters or other documents evidencing the shares of stock of this corporation and the persons or entities entitled to same.

**ARTICLE IX  
BYLAWS**

The initial Bylaws of this corporation shall be adopted by the Board of Directors. Bylaws may be adopted, amended or repealed in the manner provided by law and the Bylaws by either the shareholders or the Board of Directors.

**ARTICLE X  
RESTRICTIONS ON TRANSFER OF STOCK**

The shareholders may, by provisions of Bylaws or by shareholder agreement impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they wish.

**ARTICLE XI  
DIRECTORS' COMPENSATION**

The Board of Directors is authorized to make provisions for reasonable compensation to its members for their services as Directors and to fix the basis and conditions upon which such compensation shall be paid. Any Director may also serve the corporation in any other capacity and receive compensation therefor in any form.

**ARTICLE XII  
INDEMNIFICATION**

The Board of Directors is hereby specifically authorized to make provisions for the indemnification of Directors, Officers, Employees and Agents of the corporation to the full extent permitted by law.

**ARTICLE XIII  
SHARES WITHOUT CERTIFICATES**

The Board of Directors may authorize the issuance of some or all of the shares of any or all classes of stock without certificates. The Board of Directors and the corporation shall have all authority given under Section 607.0626(1) and (2), Florida Statutes, as the same now exists or may exist from time to time.

**IN WITNESS WHEREOF**, the Incorporator has executed these Articles of Incorporation at Jacksonville, Duval County, Florida, this 14th day of MAY, 1997.

  
\_\_\_\_\_  
LARRY R. JACKSON, Incorporator

Having been named to accept service of process for the above stated corporation at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I, as Registered Agent, am familiar with and I accept the obligations of that position.

DATE: May 14, 1997

  
\_\_\_\_\_  
LARRY R. JACKSON, Registered Agent