

P97000048402

C. Robert Edewaard, P.A.

C. Robert Edewaard  
General Practice

May 28, 1997

COUNSELORS AT LAW

P.O. Box 2297  
Gainesville, FL 32602  
(352) 372-0222

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

RE: JAY LUCIUS ENTERPRISES, INC.

Gentlemen:

Enclosed is an original and one copy of the Articles of Incorporation for the above company. Please file the original in your offices and return one copy.

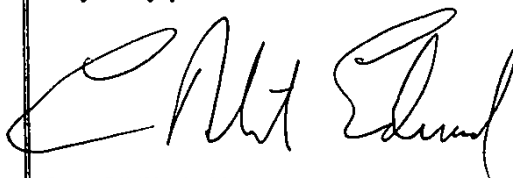
We are enclosing our check in the amount of \$70.00, covering:

\$35.00 -- Filing Fee

\$35.00 -- Certificate Designating Registered Agent

\$70.00

Very truly yours,



C. ROBERT EDEWAARD

CRE/dm

Enclosures

xc: Jay Lucius

C. Robert Edewaard GAVE

AUTHORIZATION BY PHONE TO

CORRECT Principal Address

DATE 6/2/97

DOC. EXAM CF

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-05/29/97--01060--003

\*\*\*\*\*70.00 \*\*\*\*\*70.00



He has showed you, O man, what is good, And what does the LORD require of you?  
To act justly and to love mercy and to walk humbly with your God MICAH 6:8

CF 6/2/97

**ARTICLES OF INCORPORATION  
OF  
JAY LUCIUS ENTERPRISES, INC.**

FILED  
JAN 17 1973  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**ARTICLE I. NAME**

The name of this corporation is JAY LUCIUS ENTERPRISES, INC.  
260 NORTHWEST BERA  
KEYSTONE HEIGHTS, FLORIDA 32656

**ARTICLE III. DURATION**

This corporation shall have a perpetual existence.

**ARTICLE III. PURPOSE**

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act, and engage in any form of trade or business which can, in the opinion of the Board of Directors (if established) or the stockholders of the corporation, be advantageously carried on in a profitable manner; and
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV. CAPITAL STOCK - PAR VALUE**

The aggregate number of shares which the corporation is authorized to issue is One Thousand (1,000). Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00). The Shares of capital stock of this corporation shall be issued initially to the following persons and in the amount set forth opposite their respective name:

Jay W. Lucius and Bonnie Lucius

501 shares

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten persons. Stock will be issued and transferred only to (1) natural persons, (2) estates, or (3) a trust as described in title 26 United States Code Section 1371 defining a qualified "small business corporation". In addition, no stock shall be issued or

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transferred to a nonresident alien.

**ARTICLE V. RESTRICTIONS ON TRANSFER OF STOCK**

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless first offered to the remaining shareholders or to the corporation. The price and terms at which, and the time within which, those shares may be offered and sold may be furthered specified by written agreement among all the shareholders of this corporation.

**ARTICLE VI. DIRECTORS**

The corporation shall initially have no directors initially. The shareholder(s) may establish a board of directors and set the number of directors from time to time by amendment to the Bylaws. Should a board of directors be established, any action required or permitted to be taken by the board of directors of the corporation may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board of directors. Such action by written consent shall have the same force and effect as a unanimous vote of the directors.

**ARTICLE VII. MANAGEMENT BY SHAREHOLDERS**

The corporation shall initially have no board of directors, and all of the corporate powers shall be exercised by, and the business and affairs of the corporation shall be managed under the direction, of the shareholder(s).

**ARTICLE VIII. INDEMNIFICATION AND INSURANCE**

This corporation shall indemnify any officer or director, any former officer or director, or any shareholder managing the affairs of the corporation to the full extent permitted by law. The corporation shall have power to purchase and maintain insurance on behalf of any

## **ARTICLES OF INCORPORATION OF JAY LUCIUS ENTERPRISES, INC.**

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person who is or was a director, officer, shareholder, employee, or agent of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the corporation would have authority to indemnify him against such liability under the provisions of these articles, or under law.

### **ARTICLE IX. BYLAWS**

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors (if established) and otherwise in the shareholders as provided in the Bylaws.

### **ARTICLE X. INCORPORATORS**

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

Jay Lucius

P.O. Box 1459  
Keystone Heights, FL 32656

C. Robert Edewaard

1505 NW 16th Avenue  
Gainesville, FL 32605

### **ARTICLE XI. REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 260 NW Berea, Keystone Heights, Florida, (mailing address P.O. Box 1459) and the name of its initial registered agent at such address is Bonnie M. Lucius.

### **ARTICLE XII. AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained

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in these Articles of Incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF** the undersigned subscribed have executed these

Articles of Incorporation on the 28<sup>th</sup> day of May, 1997.

Jay Lucius  
JAY LUCIUS, Corporate Subscriber

C. Robert Edewaard  
C. ROBERT EDEWAARD, Corporate Subscriber

STATE OF FLORIDA  
COUNTY OF ALACHUA

BEFORE ME, personally appeared JAY LUCIUS, and C. ROBERT EDEWAARD, to me well known to be the persons described in and who executed the foregoing Articles of Incorporation for JAY LUCIUS ENTERPRISES, INC., and acknowledged to and before me that they executed said instrument for the purpose therein expressed.

WITNESS my hand and official seal, this 28<sup>th</sup> day of May, 1997.

Debra D. Mixson  
Notary Public  
State of Florida at Large

My Commission Expires:



DEBRA D. MIXSON  
MY COMMISSION # CC343192 EXPIRES  
January 3, 1998  
BONDED THRU THY FAIN INSURANCE, INC.

**ACCEPTANCE AS REGISTERED OFFICE AND  
ACCEPTANCE AS REGISTERED AGENT  
FOR JAY LUCIUS ENTERPRISES, INC.**

The undersigned, as the Registered Agent for JAY LUCIUS ENTERPRISES, INC.,  
hereby agrees to accept service of process at the Registered Office located at the address stated  
below, during the times prescribed by law and to post a sign in said office according to law.

Bonnie M. Lucius

BONNIE M. LUCIUS

260 NW Berea

P.O. Box 1459

Keystone Heights, FL 32656

Registered Agent for JAY

LUCIUS ENTERPRISES,  
INC.