

DAY and MEADE, P.A.

ATTORNEYS AT LAW

32 Beal Parkway SW • Fort Walton Beach, Florida 32548 • (904) 243-1234 • Fax (904) 664-5720

GEORGE E. DAY

TIMOTHY I. MEADE

May 30, 1997

Corporate Records Bureau  
Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32301

200002197332--4  
-06/02/97--01045--004  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Incorporation of Emerald Shores Transit, Inc.

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation along with the Certification of Designation of Resident Agent. Also enclosed is a check in the amount of \$122.50 for filing these papers.

Please return the certified copy of the Articles of Incorporation to this office.

Thanking you in advance for your assistance and cooperation in this matter

Sincerely yours,

*Mary D. Marshall*

Mary D. Marshall  
Legal Secretary

mm  
Encs.

FILED  
97 JUN -2 PM 2:38  
TALLAHASSEE, FLORIDA

*6/3/97*

**ARTICLES OF INCORPORATION**  
**OF**  
**EMERALD SHORES TRANSIT, INC.**

97 JUN -2 PM 2:38  
FILED  
SECRET  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act hereby adopt the following Articles of Incorporation.

**ARTICLE ONE**

The name of the corporation is Emerald Shore Transit, Inc.

**ARTICLE TWO**

The term of existence of the corporation is perpetual.

**ARTICLE THREE**

To perform any corporation function not prohibited by law. The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

**ARTICLE FOUR**

This corporation is authorized to issue one hundred (100) shares, all of which shall be common shares with par value at one dollar (\$1.00) per share.

#### **ARTICLE FIVE**

Each shareholder of the outstanding capital stock of this corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the corporation and any securities of the corporation convertible into or conveying a right to subscribe to or to acquire shares of any such unissued or treasury shares.

#### **ARTICLE SIX**

The street address of the initial principal office of the corporation is 306 Barracuda Avenue Suite 7, Fort Walton Beach, FL 32548, and the name and address of the initial registered agent is H. David Guthrie 306 Barracuda Avenue Suite 7, Fort Walton Beach, FL 32548.

#### **ARTICLE SEVEN**

The corporation existence shall commence on the filing date.

#### **ARTICLE EIGHT**

The power to adopt, alter, amend or repeal bylaws shall be vested in the board of directors and the shareholders.

#### **ARTICLE NINE**

Members of the Board of Directors may participate in (special) meetings of the board of directors by means of conference telephone as provided by law, but (regular) meetings of the Board of Directors must be attended in fact in person by

each director.

#### ARTICLE TEN

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

#### ARTICLE ELEVEN

The Board of Directors of the corporation shall consist of one (1) director. The names and addresses of the first Board of Director is:

H. David Guthre  
306 Barracuda Ave  
Suite 7  
Fort Walton Beach, FL 32548

#### ARTICLE TWELVE

This corporation via the Board of Directors reserves the right to amend or repeal any provisions contained in these articles of incorporation, or any amendment to them, and any right conferred upon the shareholders is subject to this reservation.

#### ARTICLE THIRTEEN

The name and address of the incorporator is:

H. David Guthre  
306 Barracuda Ave.  
Suite 7  
Fort Walton Beach, FL 32548

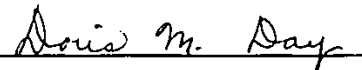
IN WITNESS WHEREOF, I have subscribed my name this the 30<sup>th</sup>  
day of May 1997.

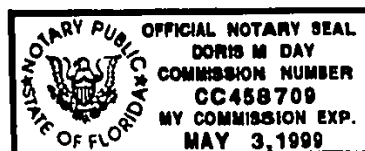
  
H. David Guthre

STATE OF FLORIDA  
COUNTY OF OKALOOSA

On the 30<sup>th</sup> day of May, 1997 before me, a Notary Public,  
the undersigned officer personally appeared H. David Guthre, the  
individual described in and who executed the same for the  
purposes and uses therein expressed.

Witness my hand and official seal on the 30<sup>th</sup> day of May,  
1997.

  
NOTARY PUBLIC



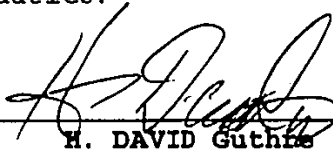
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE**  
**FOR THE SERVICE OF PROCESS WITHIN FLORIDA.**  
**NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In compliance with Section 48.091, Florida Statutes, the following is submitted.

First that Emerald Shores Transit, Inc. Is desiring to organize to qualify under the laws of the State of Florida, with its principal place of business at 306 Barracuda Ave, Ft. Walton Beach, Florida, 32548, with H. David Guthrie as agent to accept service of process within Florida.

  
H. DAVID Guthrie

Having been named to accept service of process for the above stated 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 and complete performance of my duties.

  
H. DAVID Guthrie

FILED  
97 JUN -2 PM 2:38  
TALLAHASSEE, FLORIDA

P97000048843

CHARLES C. SHERRILL  
ATTORNEY AT LAW

WILLS, ESTATES & ESTATE PLANNING  
CORPORATION & BUSINESS LAW  
REAL PROPERTY LAW  
CIRCUIT COURT MEDIATOR

435 EAST GOVERNMENT STREET  
POST OFFICE BOX 12316  
PENSACOLA, FLORIDA 32581  
PHONE: (904) 433-6844  
FAX: (904) 433-7993

May 29, 1997

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-06/02/97--01128--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

RE: ADVANTAGE ELEVATORS, INC.

Gentlemen:

Enclosed please find an original and one copy of the proposed Articles of Incorporation for the above-referenced corporation for profit. Would you please file the original and provide us with your receipt showing the date of filing and the document number for the Articles?

We are enclosing our check payable to your order in accordance with Section 607.0122, Florida Statutes, in payment of the following:

Filing Fee	35.00
Designation of Resident Agent	<u>35.00</u>
TOTAL:	\$ 70.00

We look forward to hearing from you.

Yours sincerely,



CHARLES C. SHERRILL

CCS:tjp  
Enclosures  
cc: Advantage Elevators

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 10 AM 9:02

6/13/97

ARTICLES OF INCORPORATION  
OF  
ADVANTAGE ELEVATORS, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97, 111-10, 011 0: 02

ARTICLE I. NAME

The name of this corporation is **ADVANTAGE ELEVATORS, INC.**

ARTICLE II. DURATION

This corporation shall exist perpetually.

ARTICLE III. PURPOSE

This corporation is organized for the purpose of transacting any and all lawful business. Without limiting or restricting in any manner the general powers of the corporation, and the enjoyment and exercise thereof, as conferred by the laws of the State of Florida, the corporation shall have the following general powers:

- (a) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.
- (b) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.
- (c) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer and otherwise dispose of all or any part of its property and assets.
- (d) To lend money to, and use its credit to assist, its officers and employees in accordance with applicable law.
- (e) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships, or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.
- (f) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and



secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(g) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(h) To conduct its business, carry on its operations, and have offices and exercise the powers granted by this act within or without this state.

(i) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(j) To make and alter by-laws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the corporation.

(k) To make donations for the public welfare or for charitable, scientific, or educational purposes.

(l) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(m) To pay pensions and establish and carry out pension plans, profit sharing plans, stock bonus plans, stock option plans, retirement plans, benefit plans, and other incentive and compensation plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

(n) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his death shares of its stock owned by the shareholder or by the spouse or children of the shareholder.

(o) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(p) To have and exercise all powers necessary or convenient to effect its purpose.

(q) To indemnify any person who was or is made a party, or is threatened to be made a party, to any proceeding by reason of his having served as a director, officer, employee or agent of the corporation all as provided by applicable law.

(r) To purchase, take, receive or otherwise acquire, hold, own, pledge, grant a security interest in, transfer, or otherwise dispose of its own shares.

#### ARTICLE IV. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock of one class only, having a par value of \$1.00 per share.

#### ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the issuance of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof at the price at which it is offered to others.

#### ARTICLE VI. CERTIFICATE OF DESIGNATION OF INITIAL REGISTERED OFFICE AND REGISTERED AGENT

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned Corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the Corporation is ADVANTAGE ELEVATORS, INC.
2. The name and address of the registered agent and office is:

Denny L. Bobo  
7660 Long Meadow Lane  
Pensacola, Florida 32507

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Denny L. Bobo  
DENNY L. BOBO

ARTICLE VII. PRINCIPAL OFFICE AND MAILING  
ADDRESS OF THE CORPORATION

The principal office, if known, or the mailing address of the Corporation is as follows:

A. Principal office (street address), if known, is as follows:

7660 Long Meadow Lane  
Pensacola, Florida 32507

B. The mailing address of the Corporation (can be post office box) is as follows:

7660 Long Meadow Lane  
Pensacola, Florida 32507

ARTICLE VII. DIRECTORS

The corporation shall have two director(s) initially. The number of directors may be increased or decreased from time to time, in accordance with the by-laws adopted by the shareholders, provided, that the corporation shall always have the minimum number of directors required by law.

ARTICLE VIII. INITIAL DIRECTORS

The name and post office address of each member of the first Board of Directors is as follows:

NAME

ADDRESS

Denny L. Bobo

7660 Long Meadow Lane  
Pensacola, Florida 32507

Hubert T. Austin

12168 Boulet  
Coden, Alabama 36523

#### ARTICLE IX. INCORPORATORS

The name and address of each person signing these Articles of Incorporation is as follows:

Denny L. Bobo

7660 Long Meadow Lane  
Pensacola, Florida 32507

Hubert T. Austin

12168 Boulet  
Coden, Alabama 36523

#### ARTICLE X. BY-LAWS

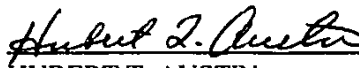
The power to adopt, alter, amend or repeal by-laws shall be by majority vote of the Board of Directors or by majority vote of the shareholders provided, however, that the Board of Directors shall not have the power to adopt, alter, amend or repeal by-laws if such action would be in violation of applicable law or if such action would be inconsistent with any by-laws adopted by the shareholders.

#### ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the shares entitled to vote thereon.

[NOTE: PLEASE ASCERTAIN THAT THE REGISTERED AGENT HAS SIGNED ACCEPTING THAT RESPONSIBILITY UNDER ARTICLE VI ABOVE.]

  
DENNY L. BOBO

  
HUBERT T. AUSTIN

STATE OF FLORIDA  
COUNTY OF ESCAMBIA

INDIVIDUAL ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me this 29th day of May 1997, by Denny L. Bobo and Hubert T. Austin who are personally known to me and who have produced \_\_\_\_\_ (type of identification, but where this blank is unfilled or where this blank contains "N/A", reliance has been made on personal knowledge) as the identification and who did (did not) take an oath.

Signature of person taking acknowledgment:  
Name of person taking acknowledgment:  
(typed, printed, or stamped)



NOTARY PUBLIC

Date of Commission Expiration: \_\_\_\_\_



C. C. SHERRILL  
MY COMMISSION # 00092304 EXPIRES  
SEPTEMBER 28, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

[c1410]  
corp\bobo.inc

FILED STATE  
SECRETARY OF  
NOTARIES  
MAY 30 1997  
TALLAHASSEE, FL