

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8770 • 1-800-342-8062 • Fax (904) 222-1222

P97000054127
Gaffney;
Inc.

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*****122.50 *****122.50

- ☒ Art of Inc. File _____
☐ LTD Partnership File _____
☐ Foreign Corp. File _____
☐ L.C. File _____
☐ Fictitious Name File _____
☐ Name Reservation _____
☐ Merger File _____
☐ Art. of Amend. File _____
☐ RA Resignation _____
☐ Dissolution / Withdrawal _____
☐ Annual Report / Reinstatement _____
☒ Cert. Copy _____
☐ Photo Copy _____
☐ Certificate of Good Standing _____
☐ Certificate of Status _____
☐ Certificate of Fictitious Name _____
☐ Corp Record Search _____
☐ Officer Search _____
☐ Fictitious Search _____
☐ Fictitious Owner Search _____
☐ Vehicle Search _____
☐ Driving Record _____
☐ UCC I or 3 File _____
☐ UCC II Search _____
☐ UCC II Retrieval _____
☐ Courier _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUN 19 AM 11:09

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DIVISION OF CORPORATIONS

97 JUN 19 AM 10:12

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6/19

Signature

Requested by:

Name

Date

Time

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LS 6/19 9:25

**ARTICLES OF INCORPORATION
OF**

GAFFNEY, INC.

ARTICLE - NAME AND ADDRESS

The name of this corporation is Gaffney, Inc. The principal place of business is 3315 Haviland Court, No. 304, Palm Harbor, FL 34684.

ARTICLE II - DURATION

This corporation shall exist perpetually.

ARTICLE III - PURPOSE

This general purpose of this corporation is for investment purposes and for all other lawful purposes.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of \$1.00 par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he/she already holds, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, except that shareholder shall not have any preemptive rights when stock is being purchased by any other shareholder under any stock purchase agreement.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 595 Main Street, Dunedin, FL 34698 and the

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Hubbard
& Brandt
& Trask**

Attorneys at Law
Post Office Box 1178
595 Main Street
Dunedin, FL 34698

name of the registered agent of this corporation at that address is John G. Hubbard.

ARTICLE VII - INCORPORATORS

The name and address of the person signing these articles of incorporation is:

John G. Hubbard
595 Main Street
Dunedin, FL 34698

ARTICLE VIII - BY-LAWS

The power to adopt, alter, amend or repeal by-laws shall be vested in the shareholders.

ARTICLE IX - CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by thirty three and one-third percent (33 1/3%) of the shares of this corporation.

ARTICLE X - SHAREHOLDER QUORUM AND VOTING

Fifty percent (50%) plus one (1) of the shares entitled to vote, represented in person or by proxy shall constitute a quorum at a meeting of shareholders.

If a quorum is presented, the affirmative vote of 50% plus 1 of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XI - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS

WITH RESPECT TO MERGER, ACQUISITION OR LIQUIDATION

The affirmative vote of 66 2/3% of the shares of this corporation entitled to vote thereon shall be required for the authorization of dissolution of the corporation for merger, acquisition, or liquidation.

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**ARTICLE XII - APPROVAL OF
SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XIII - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this corporation must be taken at a meeting of shareholders of this corporation, duly called as provided by law.

**ARTICLE XIV - MANAGEMENT
OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of the shareholders of this corporation.

ARTICLE XV - POWERS

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act.

ARTICLE XVI - MEETING BY CONFERENCE TELEPHONE

Shareholders may participate in special meetings by conference telephone as provided by law.

ARTICLE XVII - DIVIDENDS

Dividends may be paid to shareholders and such dividends may be paid from any source and may be considered ordinary, capital gain or non-taxable dividends depending on the source from which they are derived.

ARTICLE XVIII - INDEMNIFICATION

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

ARTICLE XIX - TAX ELECTIONS

This corporation shall be entitled to elect any tax treatment or enact any program or benefit to which it is entitled under law including but not limited to:

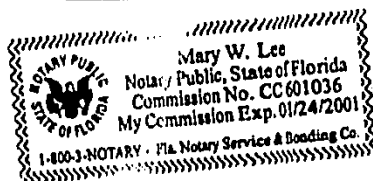
1. Qualified pension or profit sharing plan;
2. Election as a sub-chapter S corporation;
3. Treatment of stock under Sec. 1244 et seq. of the Internal Revenue Code;
4. Stock purchase or option agreement whether qualified or not;
5. Corporate medical reimburse plan; and
6. Excess compensation reimbursement plan.

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation, this 18 day of June, 1997.


JOHN G. Hubbard

STATE OF FLORIDA
COUNTY OF PINELLAS

18th day of June, 1997, by JOHN G. HUBBARD, who (✓) is personally known to me or who has produced () a driver's license or _____ as identification.




Notary Public
My Commission Expires: 1/24/01

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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: **Gaffney, Inc.** desiring to organize or
qualify under the laws of the State of Florida, with the
principal place of business located at 595 Main Street,
Dunedin, FL 34698, and has named **JOHN G. HUBBARD**, located at
595 Main Street, Dunedin, Florida 34698, as its resident agent
to accept service of process within Florida.

Signature: _____

Title: _____

Date: _____

President

6/18/97

ACCEPTANCE BY AGENT

Having been named to accept service of process for the
above-stated corporation, at the place designated in the
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.

Signature: _____

Date: _____

6/18/97

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