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SHELL, FLEMING, DAVIS & MENGE

ATTORNEYS AT LAW

PENSACOLA, FLORIDA 32598-1831

• THURSTON A. SHELL  
FLETCHER FLEMING  
ROLLIN D. DAVIS, JR.  
BOARD CERTIFIED REAL ESTATE LAWYER

• M. J. MENGE  
DANNY L. KEPNER  
BOARD CERTIFIED CIVIL TRIAL LAWYER  
CHARLES L. HOFFMAN, JR.  
STEPHEN B. SHELL  
MAUREEN DUIGANAN  
BOARD CERTIFIED CRIMINAL TRIAL LAWYER  
ALSO LICENSED IN NEW YORK  
JAN SHACKELFORD  
PAUL W. OGDON II  
JOHN B. TRAWICK  
BRADEN K. BALL, JR.

June 25, 1997

POST OFFICE BOX 1831  
226 PALAFOX PLACE  
NINTH FLOOR SEVILLE TOWER

AREA CODE 904  
TELEPHONE 434-2411  
FAX # 435-1074

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

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-07/03/97--01119--018  
\*\*\*\*122.50 \*\*\*\*122.50

Gentlemen:

We enclose the original and one copy of Articles of Incorporation of **COOK DEVELOPMENT COMPANY**. Please file these Articles in your office and provide us with a certified copy of the Articles. This firm's check for \$122.50 in payment of the required filing fees is enclosed herewith.

Thank you for your assistance.

Yours truly,

SHELL, FLEMING, DAVIS & MENGE



M. J. Menge

/ckj

Enclosures

LS:6 IW 8-70076  
DIVISION OF CORPORATIONS  
STATE OF FLORIDA

7-8-97  
WS

**ARTICLES OF INCORPORATION OF**

**COOK DEVELOPMENT COMPANY**

**ARTICLE I. - NAME**

The name of this corporation is **COOK DEVELOPMENT COMPANY.**

**ARTICLE II - DURATION**

This corporation shall have a perpetual existence.

**ARTICLE III. - PURPOSE**

This corporation is organized for the purpose of developing real property and for any and all other business permitted under the laws of the State of Florida.

**ARTICLE IV. - CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of One Dollar (\$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 already holds, shall have the right to purchase his 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.

**ARTICLE VI. PRINCIPAL OFFICE AND MAILING ADDRESS**

The initial principal office and mailing address of the corporation shall be:

6354 Rambler Drive  
Pensacola, Florida 32505

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The Board of Directors may change the address from time to time to any other address in the State of Florida.

**ARTICLE VII. - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 6354 Rambler Drive, Pensacola, Florida 32505, and the name of the initial registered agent of this corporation at that address is Byron M. Cook.

**ARTICLE VIII. - INITIAL OFFICERS AND DIRECTORS**

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is:

Byron M. Cook  
6354 Rambler Drive  
Pensacola, Florida 32505

**ARTICLE IX. - INCORPORATOR**

The name and address of the person signing these Articles is:

Byron M. Cook  
6354 Rambler Drive  
Pensacola, Florida 32505

**ARTICLE X. - BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

**ARTICLE XI. - RESTRICTIONS ON TRANSFER OF STOCK**

The corporation, and subject to the priority of the corporation, the remaining stockholders of the corporation, shall have a preference in the purchase of any shares of the capital stock of the corporation, and any attempted sale of such shares of stock in

violation of this provision shall be null and void. In case a stockholder, his personal representatives, heirs, devisees, legatees, pledgee, assignee, receiver, trustee in bankruptcy or any other person holding under or in privity with any stockholder, desires to sell his shares of stock, he shall file notice in writing of such intention with the Secretary of the corporation, stating the price and terms upon which he desires to sell such stock, and unless the terms of such offer are accepted by the corporation within ten (10) days, it shall be deemed to have waived its privilege of purchasing. In the event that the corporation is legally unable to purchase such stock or otherwise waives its privilege of purchasing, the Secretary of the corporation shall mail a written notice to all of the remaining stockholders, by certified mail, return receipt requested, advising them of the terms of such offer, and unless the terms of such offer are accepted by any or all of the other stockholders within ten (10) days from the date of mailing such notice, they shall be deemed to have waived their privilege of purchasing, and the stockholders or the person in privity with him desiring to sell shall be at liberty to effect a sale upon the terms of such offer. No stockholder who has given notice pursuant to this article, may thereafter sell such stock for a price or upon terms different than the offer contained in such notice, without again complying with the notice requirements of this article. Neither the corporation, nor the

remaining stockholders (collectively), may exercise their privilege of purchasing as to any shares of stock less than the total number of shares involved in such offer.

**ARTICLE XII. - INDEMNIFICATION**

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

**ARTICLE XIII. - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

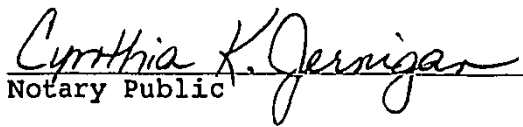
IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 27<sup>th</sup> day of June, 1997.

  
BYRON M. COOK, Incorporator

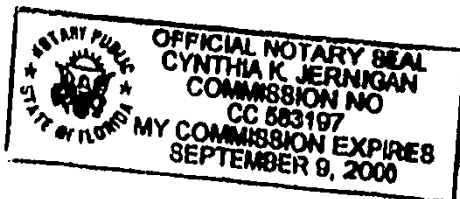
STATE OF FLORIDA  
COUNTY OF ESCAMBIA

THE FOREGOING INSTRUMENT was acknowledged before me this 27<sup>th</sup> day of June, 1997, by BYRON M. COOK.

(SEAL)

  
Notary Public

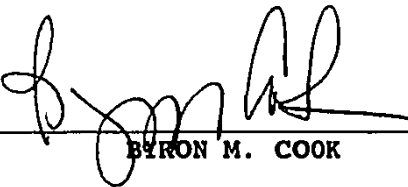
Personally known ☒  
Produced Identification in the form of \_\_\_\_\_



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **COOK DEVELOPMENT COMPANY**, at the place designated in the Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 48.091 relative to keeping such office open.

DATE: 6-27-97

  
BYRON M. COOK

FILED  
STATE  
SECRETARY OF CORPORATIONS  
DIVISION  
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