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P97000059410  
TRANSMITTAL LETTER

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

SUBJECT: LUNGLEAF SYSTEMS, INC.  
(Proposed corporate name - must include suffix)

700002231827--6  
-07/07/97--01153--010  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

ADDITIONAL COPY REQUIRED

FROM: HARRY F. QUALLS  
Name (Printed or typed)

1645 HEDGEFIELD CT  
Address

TALLAHASSEE FL 32312  
City, State & Zip

904 906 9338  
Daytime Telephone number

FILED  
97 JUL -7 PM 3:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

NOTE: Please provide the original and one copy of the articles.

mc 7/8/97

**ARTICLES OF INCORPORATION**

*of*

**LONGLEAF SYSTEMS, INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I  
CORPORATE NAME AND ADDRESS**

The name of the corporation shall be:

Longleaf Systems, Inc.

**ARTICLE II  
PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be:

Longleaf Systems, Inc.  
2946 Wellington Circle East  
Tallahassee, FL 32308

**ARTICLE III  
SHARES**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 100,000 shares of no par value stock.

**ARTICLE IV  
INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida street address of the initial registered agent are:

Harry F. Qualls  
2946 Wellington Circle East  
Tallahassee, FL 32308

**ARTICLE V  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation are:

Harry F. Qualls  
1645 Hedgefield Court  
Tallahassee, FL 32312

**ARTICLE VI  
PREEMPTIVE RIGHTS OF SHAREHOLDERS**

The corporation elects to have preemptive rights so that each shareholder has the right to acquire a proportional amount of any shares that are issued.

**ARTICLE VII  
DIRECTORS**

The name and address of the person serving as the initial board of directors are:

Harry F. Qualls  
1645 Hedgefield Court  
Tallahassee, FL 32312

After the initial board of directors, the board shall consist of one class of directors and such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

**ARTICLE VIII  
LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for: (1) breaches of the duty of loyalty, (2) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (4) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

**ARTICLE IX  
OTHER PROVISIONS**

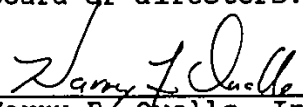
Director or Officer Interest. In the absence of fraud, no transaction between this corporation and any other association, corporation or any director or officer of this corporation individually shall be affected by the fact that any director or officer of this corporation is individually a party to the transaction or is interested in or is a director or officer of such other association or corporation.

Stock Transfer Restriction. No shareholder of this corporation shall sell any shares of stock held by him in this corporation without first offering to sell such stock to the corporation on the same terms and conditions at the price offered in good faith and in writing by any proposed purchaser. The written offer by such proposed purchaser shall be delivered to the corporation at the time the stock is offered to the corporation for sale. The corporation shall have the right to accept the offer any time within thirty (30) days from and after the date on which the offer is made to the corporation and shall exercise the option to purchase by notifying the shareholder in writing. If the corporation does not exercise its option to purchase the shares of stock, it shall notify the shareholder in writing within the thirty (30) day period and the shares may then be sold by the shareholder, but only to the proposed purchaser on the same terms and conditions as offered to the corporation, and only within thirty (30) days from and after the date on which the corporation declines to exercise its option.

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the president or

Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

  
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Harry F. Qualls, Incorporator

6/23/97  
Date

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

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.

  
Harry F. Qualls, Registered Agent

6/23/97  
Date

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