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# ARTICLES OF INCORPORATION 97 JUL 22 AM 10: 49

OF

(DIVIDION E CHATIONS ALLAMASCEE, FLORIDA

# LYNWOOD PROPERTIES, INC.

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

## ARTICLE I

## NAME

The name of the corporation is: LYNWOOD PROPERTIES, INC.

#### ARTICLE II

# **DURATION**

This corporation shall commence its existence upon filing Articles and shall exist perpetually thereafter unless sooner dissolved according to law.

#### ARTICLE III

#### **PURPOSE**

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of Florida.

# **ARTICLE IV**

# **CAPITAL STOCK**

This corporation is authorized to issue 50,000,000 shares of \$.01 par value common stock, which shall be designated as "Common Shares". All of said stock shall be payable in cash, property (real or personal) or labor or services in lieu thereof at a just valuation to be fixed by the Board of Directors.

# ARTICLE V

#### **PRINCIPAL OFFICE**

The principal office of this corporation is located at 6419 Mark Lane. Ft. Myers, Florida 33912 and its mailing address is 6419 Mark Lane Ft. Myers, Florida 33912

# **ARTICLE VI**

## INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of this corporation is located a 6419 Mark Lane Ft. Myers, Florida 33912, and name of the initial registered agent of this corporation is:

ROGER HAMILTON, whose address is 6419 Mark Lane Ft. Myer, Florida 33912

# ARTICLE VII

#### INITIAL BOARD OF DIRECTORS

This corporation shall have at least one director initially with the exact number of directors to be specified by the shareholders from time to time unless the shareholders shall, by a majority vote, determine that the corporation be managed by the shareholders. The name and address of the initial director(s) of this corporation are:

ROGER HAMILTON, 6419 Mark Lane Ft. Myers, Florida 33912.

# COMPENSATION

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its member for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefore in any form.

## INDEMNIFICATION

This corporation shall indemnify any officer or director or any former officer or director, to the fullest extent permitted by law either now existing or hereafter enacted.

# **ARTICLE VIII**

## **BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

# ARTICLE IX

# INCORPORATORS

The name and addresses of the person(s) signing these article(s) are:

ROGER HAMILTON, 6419 Mark Lane Ft. Myers, Florida 33912.

IN WITNESS WHEREOF, The incorporator has executed these Articles the 10th day of July, 1997

STATE OF FLORIDA

COUNTY OF LEE

Acknowledgments in the State and County set forth above, personally appeared Roger Hamilton, who is personally know to me or who has produced a <u>FLORIDA DRIVER LICENSE</u> as identification and who did take an oath, and know by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these articles of Incorporation.

NELLY M. JACKSON
WY COUNTSION # CO 502182
EXPIRES: Outbor 10, 1900
Econded Thru Notary Public Underwriters

Notary Public

My commission expires: 10/14/97

FOR ROGER HAMMETON ONLY

FLOWER 15-13-7324 2430-0

Roger Hamilton

# CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In complia submitted:	ince with	FLS.	STAT. Sections	48.091 and	607.0501,	the following is
LYNW laws of the State accept service of pr 6914 Mark Lane	of Florida ocess withi	hereby n the Si	tate of Florida and	ER HAMILI	CON it's re	egistered agent to
Dated July Joth	1997					

Having been name 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.

Roger Hamilton

Dated July 100%, 1997

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DVAJOR CORATIONS