

P.97000074860



THE UNITED STATES  
CORPORATION  
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 512000 10234A

AUTHORIZATION : *Patricia Pijet*

COST LIMIT : \$ 122.50

ORDER DATE : August 28, 1997

ORDER TIME : 8:51 AM

ORDER NO. : 512000-005

CUSTOMER NO: 10234A

CUSTOMER: Thomas W. Conely, Iii, Esq  
CONELY & CONELY, P.A.

207 N.w. Second Street

Okeechobee, FL 34972-4190

FILED  
97 AUG 28 PM 12:22  
STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: SMOKY MOUNTAIN  
HIDEAWAY, INC.

800002279758--5

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: W. Charles Earnest

EXAMINER'S INITIALS: \_\_\_\_\_

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TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION  
OF

SMOKY MOUNTAIN HIDEAWAY, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator hereby forms a corporation under Chapter 607 of the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation shall be: SMOKY MOUNTAIN HIDEAWAY, INC. The address of the principal office of this corporation shall be 2160 S.W. 28th Avenue, Okeechobee, Florida 34974, and the mailing address of the corporation shall be the same.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities of business permitted under the laws of the United States, the State of Florida, or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 1000 shares of common stock having \$1.00 par value per share.

ARTICLE IV. REGISTERED AGENT

The street address of the initial registered office of the corporation shall be 2160 S.W. 28th Avenue, Okeechobee, Florida 34974, and the name of the initial registered agent of the corporation at that address is DWIGHT W. SMITH.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

#### **ARTICLE VI. DIRECTORS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of the corporation managed under the direction of its Board of Directors, subject to any limitation set forth in these Articles of Incorporation. This corporation shall have two Directors, initially. The names and addresses of the initial members of the Board of Directors are:

DWIGHT W. SMITH	2160 S.W. 28th Avenue, Okeechobee, FL 34974
Director	

LaFAYE F. SMITH	2160 S.W. 28th Avenue, Okeechobee, FL 34974
Director	

#### **ARTICLE VII. OFFICERS**

The name and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

DWIGHT W. SMITH	2160 S.W. 28th Avenue, Okeechobee, FL 34974
President	

LaFAYE F. SMITH	2160 S.W. 28th Avenue, Okeechobee, FL 34974
Vice President/Secretary	

#### **ARTICLE VIII. PREEMPTIVE RIGHTS**

The corporation elects to have preemptive rights.

#### **ARTICLE IX. SPECIAL PROVISION**

This corporation shall be organized to comply with the provisions of Subchapter S of the Internal Revenue code, 26 U.S.C. 1261 et. seq., and shall take all actions necessary to obtain and maintain its status as an S corporation as defined therein.

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code.

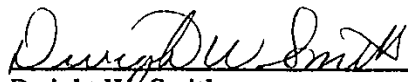
**ARTICLE X. INCORPORATOR**

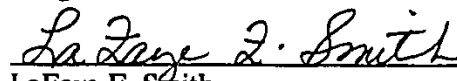
The names and street address of the incorporators to these Articles of Incorporation:

DWIGHT W. SMITH, 2160 S.W. 28th Avenue, Okeechobee, Florida 34974

LaFAYE F. SMITH, 2160 S.W. 28th Avenue, Okeechobee, Florida 34974

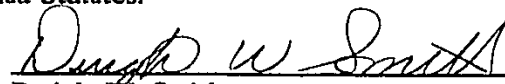
IN WITNESS WHEREOF, the undersigned has hereunto set their hands and seals on August 22, 1997.

  
Dwight W. Smith

  
LaFaye F. Smith

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

DWIGHT W. SMITH, having an address identical with the registered office of the corporation named above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
Dwight W. Smith

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