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FOLEY & LARDNER

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CONTACT: ~~KAREN~~ PETERSON Sonya Sowards

PHONE: (904)359-2000

FAX #: (904)359-8700

NAME: SHIRCLIFF FAMILY CORP.

AUDIT NUMBER.....H97000015345

DOC TYPE.....FLORIDA PROFIT CORPORATION OR P.A.

CERT. OF STATUS..0

PAGES..... 7

CERT. COPIES.....1

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ARTICLES OF INCORPORATION
OF
SHIRCLIFF FAMILY CORP.

EFFECTIVE DATE

9-16-97

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1 Name. The name of the corporation is Shircliff Family Corp.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is Suite 301, 2511 Memorial Avenue, Lynchburg, Virginia 24501.

ARTICLE 2

DURATION

Section 2.1 Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1 Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by:
Luther F. Sadler, Jr., Esquire
Florida Bar No. 106743
Foley & Lardner
200 Laura Street North, Third Floor
Post Office Box 240
Jacksonville, FL 32201-0240
Telephone: 904/359-2000

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TALLAHASSEE, FLORIDA

ARTICLE 4**CAPITAL**

Section 4.1 Authorized Capital. The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 1,000 shares of voting common stock having a par value of \$0.01 per share.

ARTICLE 5**INITIAL REGISTERED OFFICE AND AGENT**

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is 200 Laura Street, Jacksonville, Florida 32202 and the name of the initial registered agent of this corporation at that address is F&L Corp.

ARTICLE 6**DIRECTORS**

Section 6.1 Number. This corporation shall have two directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

Section 6.2 Initial Directors. The name and address of the members of the first board of directors of the corporation are:

<u>Name</u>	<u>Address</u>
Robert T. Shircliff	4979 Morven Road Jacksonville, Florida 32210
James V. Shircliff	Suite 301, 2511 Memorial Avenue Lynchburg, Virginia 24501

ARTICLE 7

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, 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 board of directors.

ARTICLE 8

INCORPORATOR

Section 8.1 Name and Address. The name and street address of the incorporator of this corporation is:

Name

Luther F. Sadler, Jr.

Address

200 Laura Street
Jacksonville, Florida 32202

ARTICLE 9

INDEMNIFICATION

Section 9.1 Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10

AMENDMENT

Section 10.1 Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE 11

SUBCHAPTER S ELECTION

Section 11.1 Prohibited Transfers. If the corporation has elected "S Corporation" status, then, so long as the corporation maintains its status as a Subchapter S corporation, no shareholder will transfer any stock of the corporation to anyone other than an individual (who is not a nonresident alien), or an estate or a trust of the type described in Section 1361(c)(2)(A) of the Internal Revenue Code of 1986, as amended (the "Code"), unless such transfer is consented to by shareholders holding over eighty percent (80%) of the voting power of all shareholders of the corporation. In addition to any other transfer document required pursuant to these article of incorporation, a shareholder desiring to transfer stock of the corporation while the corporation is a Subchapter S corporation shall deliver to the corporation a statement executed by the transferee that the transferee will hold the stock of the corporation for his own account, that he is an individual, an estate or a trust that is a permitted shareholder of an S corporation, and that he is not a nonresident alien. Until all such documents are delivered to the transfer agent, no transfer of stock shall be made and title shall remain in the record holder.

Section 11.2 Subchapter S Status. So long as the corporation shall maintain its status as a Subchapter S corporation, each shareholder shall consent to such election and take no affirmative action to void such election. In the event that the corporation's status as an S Corporation is voided unilaterally by a shareholder or by a transferee of stock of the corporation without the consent of the other shareholders of the corporation, that shareholder or transferee shall indemnify and hold the other shareholders of the corporation and the corporation harmless from all costs and damages, including reasonable attorneys' fees and accountants' fees, incurred because of such failure.

Section 11.3 Distributions to Cover Phantom Income. So long as the corporation shall maintain its status as a Subchapter S corporation and shall have funds reasonably available, it may pay an amount of dividends equal to the highest individual tax rate under the Code multiplied by the net profit for the preceding fiscal year of the corporation as allocated to the shareholders of the corporation. Distributions to be paid under this Article 11.3 shall be paid at such time and in such amounts in order to permit the shareholders to timely make required federal and state income tax payments. It is the intent of this Section 11.3 that each shareholder of the corporation will receive annually sufficient distributions of cash to allow him to pay his federal income tax liability attributable to its allocable share of the corporation's net profits.

ARTICLE 12

RIGHT OF FIRST REFUSAL

Section 12.1 Proposed Transfer. No shareholder of the corporation shall sell, transfer, assign, give, pledge, encumber or otherwise dispose of all or any part of his stock of the corporation during his lifetime to any person, firm, or corporation other than to the corporation or the other shareholders of the corporation without the consent of the corporation and each of the other shareholders unless the shareholder desiring to make such transfer or other disposition (hereinafter referred to as the "Transferor") shall have first either obtained the written consent thereto from both the corporation and the other shareholders or have made an offer to sell such stock to the corporation and the other shareholders in the manner hereinafter described and such offer shall not have been accepted.

Section 12.2 Offer to Corporation

(a) **Form of Offer.** Upon the receipt by the Transferor of a bona fide offer to purchase any of his stock in the corporation (the "Third-Party Offer"), an offer shall first be given to the corporation. The offer shall be a written offer to sell all or any portion of the stock owned by the Transferor, to which shall be attached a statement of intention to transfer, the name and address of the prospective transferee (hereinafter referred to as the "Transferee"), the number of shares of stock involved in the proposed transfer (the "Shares") and the terms of such transfer. The offer shall be delivered to the corporation, which shall promptly thereafter deliver a copy thereof to each shareholder.


(b) **Acceptance of Offer.** Within thirty (30) days after the receipt of such offer, the corporation may, at its option, elect to purchase all or any portion of the Shares. The corporation shall exercise its election to purchase by giving notice thereof to the Transferor and to the other shareholders. If the corporation does so exercise said election, it shall purchase and the Transferor shall sell the Shares on the same terms and conditions set forth in the Third-Party Offer. The notice shall specify a date for the closing of the purchase which shall be not more than thirty (30) days after the date of the giving of such notice.

Section 12.3 Offer to Shareholders. If the corporation fails to exercise its right of first refusal as to all of the Shares to be transferred within thirty (30) days after the date of the giving of the notice described in Section 12.2(a), the other shareholders, within forty-five (45) days after the receipt of such offer by the corporation, at their option, may elect to purchase the remaining Shares which are to be transferred. Such purchase shall be on a pro rata basis based upon the stock then held by the other shareholders. If any shareholder declines to purchase the entire pro rata portion of stock allocable to such shareholder for purchase, the portion rejected shall be allocated among the remaining shareholders, pro rata, if and to the extent they have

indicated that they are willing to purchase more than what would be their pro rata portion if all shareholders elected to exercise in full their right of first refusal. The other shareholders shall exercise their election to purchase by giving notice thereof to the Transferor and to the corporation. Such purchase shall be on the same terms and conditions as set forth in the Third-Party Offer. The notice shall specify a date for the closing of the purchase which shall be not more than thirty (30) days after the date of the giving of such notice.

Section 12.4 Release from Restriction. If all of the Shares subject to the right of first refusal are not purchased by the corporation and the other shareholders, the Transferor may make a bona fide transfer of the Shares to the Transferee named in the statement attached to the offer, such transfer to be made only in strict accordance with the terms therein stated. Provided further, however, that nothing contained herein shall be construed as releasing any stock from any restrictions or requirements of law concerning transfer of such stock.

IN WITNESS WHEREOF, the incorporator has executed these Articles on September 16, 1997.



Luther F. Sadler, Jr., Incorporator

Fax Audit No. H97000015345

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

F&L CORP.

By: Charles V. HedrickCharles V. Hedrick
Authorized SignatoryDate: September 16, 1997FILED
97 SEP 17 AM 8:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA