

P97000083169  
STUMP, STOREY & CALLAHAN, P.A.

ATTORNEYS AND COUNSELLORS AT LAW

JOHN R. STUMP  
PHILIP D. STOREY  
W. SCOTT CALLAHAN

28 E. WASHINGTON STREET (32801)  
POST OFFICE BOX 3388  
ORLANDO, FLORIDA 32802-3388  
TELEPHONE (407) 425-2571  
TELECOPIER (407) 425-0827

D. PAUL DIETRICH II  
ROBIN LYNN HOYLE  
MARK F. FISHER  
J. QUINN WINDHAM

September 22, 1997

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

300002301743--4  
-09/24/97--01020--009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

**RE: Santa Fe Trust, Inc.**

Dear Sirs:

Enclosed please find the original Articles of Incorporation, the Registered Agent Designation, and our check in the amount of \$70.00 which represents the fee for filing the enclosed documents. Please provide us with your verification of receipt of these documents and the assigned document number. If you have any questions, please call.

Very truly yours,

  
Philip D. Storey

PDS:bs

Enclosures

cc: Mr. Jack Ziegler

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 24 AM 1:43

9-25-97  
WS

**ARTICLES OF INCORPORATION**  
**OF**  
**SANTA FE TRUST, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

Santa Fe Trust, Inc.

The principal place of business of the corporation shall be:

4505 S. Goldenrod Road  
Orlando, Florida 32822

The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

**ARTICLE II - NATURE OF BUSINESS**

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

**ARTICLE III - CAPITAL STOCK**

The aggregate number of shares the corporation shall have the authority to issue is 1,000 shares of capital stock with no par value.

**Classes**

The shares of the corporation are not to be divided into classes.

**Series of Stock**

The corporation is not authorized to issue shares in series.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 24 AM 1:43

### Dividends

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of capital stock of the corporation. The Board of Directors shall declare profits or dividends at its discretion and is not required to distribute such monies simply because the corporation is profitable. Furthermore, there is no requirement that profits be distributed in any calendar year.

### ARTICLE IV - NO PREEMPTIVE RIGHTS

The corporation elects to not have preemptive rights.

### ARTICLE V - TERM OF EXISTENCE

The corporation shall commence its existence on the date on which these Articles of Incorporation are subscribed. The corporation shall exist perpetually.

### ARTICLE VI - DIRECTORS

The name and street address of the initial directors, who shall hold office the first year of the corporation's existence or until their successor is elected are set out below. The Board of Directors of the corporation shall consist of at least one (1) member and not more than five (5) members, the remaining members to be elected at a properly noticed meeting of the shareholders.

Keely Whittington  
4505 S. Goldenrod Road  
Orlando, Florida 32822

Nerissa Whittington  
4505 S. Goldenrod Road  
Orlando, Florida 32822

The shareholders shall have the right and power at any regular meeting or at any special meeting called for such purpose to remove any director of the corporation with or without cause.

### ARTICLE VII - REGISTERED AGENT AND OFFICE

The address of the corporation's initial registered office is:

4505 S. Goldenrod Road  
Orlando, FL 32822

The name of the initial registered agent at said address is:

Jack Ziegler

#### **ARTICLE VIII - INCORPORATOR**

The name and street address of the initial incorporator subscribing to these Articles of Incorporation is:

Jack Ziegler  
4505 S. Goldenrod Road  
Orlando, FL 32822

#### **ARTICLE IX - VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

#### **ARTICLE X - BYLAWS AND STANDING RULES**

The power to adopt, alter, amend or repeal the Bylaws of the corporation shall be reserved to and vested in the shareholders of the corporation.

#### **ARTICLE XI - RESTRICTIONS ON STOCK TRANSFERS**

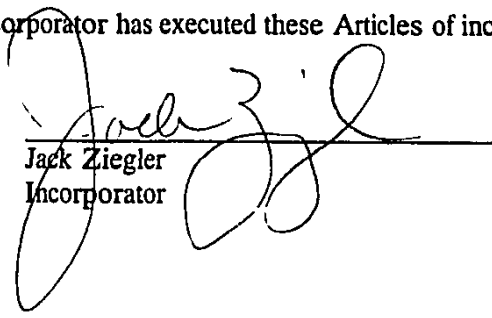
All of the issued and outstanding shares of the corporation may be made subject to restrictions on their transferability by agreement among the holders of such shares or between the holders of such shares and the corporation. A copy of any such agreement shall be kept on file with the Secretary of the corporation, and shall be subject to inspection by shareholders of record and bona fide creditors of the corporation at reasonable times during business hours. Any transfer of stock of this corporation in violation of any such agreement effectively restricting such transfer shall be void. Each share certificate issued by this corporation shall have printed or stamped thereon either a notice that such shares are subject to transfer restrictions set forth in a specifically referenced document or the following legend:

"These shares may be subject to transfer restrictions imposed by written agreements amount the holders of this corporation's shares or between the holders of such shares and the corporation, copies of which agreements, if any, are on file at the principal office of the corporation and may be inspected by shareholders of record during business hours."

**ARTICLE XII - AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the shareholders, and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all the shareholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation may be made.

IN WITNESS WHEREOF, the incorporator has executed these Articles of incorporation this 22 day of September, 1997.

  
\_\_\_\_\_  
Jack Ziegler  
Incorporator

STATE OF FLORIDA

COUNTY OF ORANGE

The foregoing instrument was sworn to and subscribed before me this 22nd day of September, 1997, by JACK ZIEGLER, who is personally known to me or who produced the following proof of identification: personally known.

  
\_\_\_\_\_  
NOTARY PUBLIC



Jean Dawino  
MY COMMISSION # CC602622 EXPIRES  
March 17, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE OF DESIGNATION**  
**REGISTERED OFFICE/REGISTERED AGENT**

Pursuant to the provisions of Section 607.325, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating its registered office/registered agent in the State of Florida.

1. The name of the corporation is Santa Fe Trust, Inc.
2. The name and address of the registered agent and office is Jack Ziegler, 4505 S. Goldenrod, Orlando, FL 32822.

  
\_\_\_\_\_  
JACK ZIEGLER

Date: 9/22/97

HAVING BEEN NAMED 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, AND I ACCEPT THE DUTIES AND OBLIGATIONS IMPOSED BY SECTION 607.325, FLORIDA STATUTES.

  
\_\_\_\_\_  
JACK ZIEGLER

Date: 9/22/97

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 SEP 24 AM 1:43