



THE UNITED STATES  
CORPORATION  
COMPANY

P97000083885

RECEIVED

ACCOUNT NO. : 0921658000032 AM 10:44

REFERENCE : 522675 OF CORPORATION 1299A

AUTHORIZATION :

*Patricia Pijuta*

COST LIMIT : \$ 122.50

ORDER DATE : September 9, 1997

ORDER TIME : 9:42 AM

ORDER NO. : 522675-005

CUSTOMER NO: 1299A

CUSTOMER: Ms. Vicki Barnes  
CLARK PARTINGTON HART LARRY  
BOND STACKHOUSE & STONE  
Suite 800  
125 West Romana Street  
Pensacola, FL 32591-3010

700002288227--1

DOMESTIC FILING

NAME: *OF NORTHWEST FLORIDA*  
RES, INC.

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: Warren Whittaker

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

FILED  
97 SEP -9 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W97-20715*

SN SEP 29 1997



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

September 9, 1997

CSC NETWORKS  
1201 HAYS ST.  
TALLAHASSEE, FL 32301-2607

SUBJECT: RES, INC.  
Ref. Number: W97000020715

**RESUBMIT**

Please give original  
submission date as file date.

We have received your document for RES, INC. and the authorization to debit your account in the amount of \$122.50. However, the document has not been filed and is being returned for the following:

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of a name is not acceptable. Please select a new name and make the correction in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6052.

Sandy Ng  
Document Specialist

Letter Number: 297A00044835

RECEIVED  
97 SEP 26 PM 4:12

**ARTICLES OF INCORPORATION  
OF  
RES OF NORTHWEST FLORIDA, INC.**

**FILED**  
97 SEP -9 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, **RONALD E. SWAINE**, a natural person competent to contract, hereby presents these Articles of Incorporation for the formation of a corporation under the provisions of Chapter 607, Florida Statutes.

**ARTICLE I - NAME**

The name of this corporation is RES OF NORTHWEST FLORIDA, INC.

**ARTICLE II - PRINCIPAL OFFICE**

The address of the principal office of the corporation is 600 South Barracks Street, Suite #220, Pensacola, Florida 32501.

**ARTICLE III - PURPOSE**

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

**ARTICLE IV - CAPITAL STOCK**

This corporation is authorized to issue one thousand (1,000) shares of \$1.00 par value common stock.

**ARTICLE V - TERM OF EXISTENCE**

This corporation shall have perpetual existence.

**ARTICLE VI - RESTRICTIONS ON TRANSFER OF STOCK**

Unless waived by written agreement among this corporation and its shareholders, shares held by persons receiving shares in the initial issue of stock in this corporation may not be resold to other persons unless such shares are first offered to this corporation, and, if not so purchased, then to the other shareholders at the price and terms identical to the proposed sale to a third person. The restrictions contained in this Article VI may be modified by a separate written agreement among the corporation and the shareholders receiving shares in the initial issuance of stock of the corporation.

## **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

The address of the initial registered office of this corporation shall be 600 South Barracks Street, Suite #220, Pensacola, Florida 32501, and the name of the initial registered agent of this corporation at that address is Ronald E. Swaine..

## **ARTICLE VIII - INITIAL BOARD OF DIRECTORS**

This corporation shall have one (1) director(s) initially. The number of directors may be either increased or diminished from time to time by the bylaws of the corporation, but shall never be less than one (1). The name and address of the initial director of this corporation is: Ronald E. Swaine, 600 South Barracks Street, Suite #220, Pensacola, Florida 32501.

## **ARTICLE IX - INCORPORATOR**

The name and address of the person signing these Articles is: Ronald E. Swaine, 600 South Barracks Street, Suite #220, Pensacola, Florida 32501.

## **ARTICLE X - COMMENCEMENT OF CORPORATE EXISTENCE**

The date for commencement of this corporation's existence shall be the date these Articles of Incorporation are filed with the Secretary of State of Florida.

## **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

**IN WITNESS WHEREOF**, the undersigned incorporator has executed these Articles of Incorporation on the 2nd day of September, 1997.

INCORPORATOR:

RONALD E. SWAINE

...

## **ACCEPTANCE BY REGISTERED AGENT**

*I DO HEREBY accept the foregoing designation as registered agent of RES, INC., a Florida corporation. Further, I am familiar with and accept the duties and obligations of such designation.*

RONALD E. SWAINE

FILED  
97 SEP 29 AM 9:52  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

P97000083886

Commercial Litigation  
Creditors Rights Law  
Corporate and Business Law  
Real Property Law

**A. BICE HOPE**  
ATTORNEY AT LAW  
POST OFFICE BOX 5217  
GAINESVILLE, FLORIDA 32627  
(352) 371-2066  
FAX (352) 376-2128

Street Address:  
The Seagle Building  
Suite 406  
408 West University Avenue

September 24, 1997

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

700002304297--4

-09/26/97--01006--001  
\*\*\*\*122.50 \*\*\*\*122.50

**Re: Articles of Incorporation of  
Wood Resource Recovery of Alachua County, Inc.**

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation and Designation of Registered Agent forms for the above-referenced.

Also enclosed, please find my check in the amount of \$122.50 for the following:

1. \$ 35.00 Filing fee;
2. \$ 35.00 Registered Agent Fee; and
3. \$ 52.50 Certified Copy.

Please file these as is appropriate and return to me a certified copy of the recorded articles.

Thank you for your attention to this matter.

Yours very truly,

*A. Bice Hope*

A. Bice Hope

ABH/pj

Enclosures

CORP\_CLI\GASTON\COVER.LTR

BROWN SEP 29 1997

**ARTICLES OF INCORPORATION**

**OF**

**WOOD RESOURCE RECOVERY OF ALACHUA COUNTY, INC.**

★ ★ ★ ★ ★ ★ ★ ★ ★ ★ ★ ★ ★ ★

I, the undersigned subscriber to these Articles of Incorporation, am a natural person, competent to contract and adopt the following Articles of Incorporation for such corporation:

**ARTICLE I**

The name of this corporation shall be **WOOD RESOURCE RECOVERY OF ALACHUA COUNTY, INC.**

**ARTICLE II**

The general powers, purposes and nature of the business to be transacted, promoted or carried on by this corporation are as follows:

(1) To own, develop, divide, subdivide, improve, promote and sell real estate in the County of Alachua, State of Florida and any other county in this state or in any other state in the United States, and to develop real property at such other place or places within or without the State of Florida and within or without the United States as may be determined by the Board of Directors of this corporation.

(2) To acquire by purchase or otherwise, to own and possess, any real, personal or mixed property, of any kind or nature, wheresoever situated, and any interest, estate and rights in or rights appertaining to any of such property; to hold, own, maintain, work, use, improve, manage, subdivide, develop, deal in

and operate any of such property, or interest therein or right thereto, or any part thereof; to build, erect, construct, maintain, improve, rebuild, enlarge or alter buildings or other improvements on any such property, or any part thereof; to sell, lease exchange, hire, convey, mortgage, pledge or otherwise dispose of all or any part of such property, or any rights, or interests therein or thereto appertaining, and any franchise, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed; and, generally, to deal with and act in relation to such property in any and every way.

(3) To purchase or otherwise acquire the whole or any part of the property, assets, goodwill, rights and business, and to undertake or assume the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guaranties, liabilities and obligations of any person, firm, association, corporation or organization; and to pay for the same, or any part or combination thereof, in cash, shares of the capital stock, bonds, debentures, notes or other obligations of this corporation, or otherwise, or by undertaking or assuming the whole or any part of the liabilities or obligations of the transferor; and to hold, or in any manner dispose of, the whole or any part of the property and assets as acquired or purchased; and to utilize, enjoy and conduct, in any lawful manner, the whole or any part of the business so acquired, and to exercise all the powers necessary or convenient in and about the conduct, management and carrying on of such business.

(4) To borrow or raise money for any of its purposes without limits as to amount; and, to make, execute, issue and endorse bonds, debentures, promissory notes or other obligations or evidences of indebtedness, of any nature and in any matter, whether secured or unsecured, for moneys so borrowed, or in payment of property acquired, or for any of the objects or purposes of this corporation; and, to secure the payment of the principal and interest of any such obligations by mortgage, pledge, deed, indenture, agreement, instrument of trust, lien upon, assignment of, or agreement in respect of all or any part of the property, real or personal, of this corporation, or of all or any of its rights or interest therein, wheresoever situated, and whether at the time owned or thereafter acquired; and, in such manner and upon such terms as the Board of Directors may deem judicious, to sell or pledge such bonds or obligations, or to discount notes of this corporation for its corporate purposes.

(5) To do any and all things necessary, suitable, convenient, or proper for, or in connection with, or incidental to the accomplishment of any one or more of the above purposes, or the attainment of any one or more the objects herein enumerated or designated; directly or indirectly to promote the interest of this corporation or to enhance the value of any of its property or business.



(6) To carry on business at any place or places within and without the jurisdiction of the United States, and, to purchase, hold, mortgage, convey, lease or otherwise dispose of and deal with real and personal property at any of such place or places.

(7) To enter into, make, perform and carry out contracts of any sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature with any person, firm, corporation, private, public or municipal, body politic under the government, or colony thereof, so far as, and to the extent that the same may be done and performed by corporations within the laws under which this corporation is organized.

(8) To do all and everything necessary, suitable or proper for the accomplishment of any of the purposes, the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in connection with other corporations, partnerships, firms or individuals, and either as principal, agent, or partner and to do every other act or acts, thing or things.

(9) To enter into any and all types of lawful businesses which the Board of Directors shall from time to time determine necessary or deem proper in connection with foregoing purposes and which may be calculated directly or indirectly to promote the interests of this corporation or to enhance the value of its property.

(10) To engage in any activity or business permitted under the laws of the United States and of the State of Florida.

### ARTICLE III

(1) The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time shall be One Thousand (1000) shares, each share having a par value of One Dollar (\$1.00). The consideration for said shares of stock may be paid for in cash, labor, services, real or personal property, at a just valuation thereof to be fixed by the Board of Directors at a meeting held for that purpose.

(2) All shares of stock to be issued by the corporation shall be issued, accepted and held subject to the following provisions and restrictions upon sales and transfers thereof:

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder, shall desire to sell, assign, give or transfer any share of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee of its Board of Directors, the right and privilege for ninety (90) days to purchase the same at a price agreed upon in writing upon between such stockholders and the corporation or such nominee or, in default of such agreement, at a value equal to the estimated market value placed on such stock by the most current corporate annual financial report, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with or expressly waived in writing by the Board and any attempt to transfer such stock in any other manner will be void.

### ARTICLE IV

The amount of capital with which this corporation will begin business shall not be less than One Hundred Dollars (\$100.00).

#### ARTICLE V

This corporation shall have perpetual existence and shall commence its corporate existence on the date these Articles of Incorporation are filed by the Department of State.

#### ARTICLE VI

The initial street address of the principal office of this corporation in the State of Florida is: 408 West University Avenue, Suite #406, Gainesville, Florida 32601.

#### ARTICLE VII

This corporation shall have no less than one (1) Director and no more than ten (10); initially, this corporation shall have one (1) Director. The number of Directors may be increased or diminished from time to time, by By-Laws adopted by the Stockholders.

#### ARTICLE VIII

The name of the individual and street address for the first Board of Directors, who, subject to the provisions of the Articles of Incorporation, the By-Laws and applicable Florida Statutes, shall hold office for the first year of existence of the corporation, or until his successors are elected or appointed and have qualified, is as follows:

A. BICE HOPE  
408 West University Avenue  
Suite #406  
Gainesville, Florida 32601

**ARTICLE IX**

The officers of this corporation shall be President, a Vice President and a Secretary-Treasure and such other officers and agents as may be deemed necessary by the Board of Directors. All such officers and agents shall be chosen in such manner, shall hold their offices for such terms and shall have such power and duties as may be prescribed by the By-Laws or determined by the Board of Directors. All persons may hold two or more offices.

**ARTICLE X**

The name and street address of the person signing the Articles of Incorporation as subscriber is as follows:

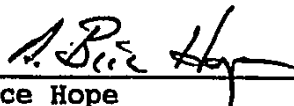
A. BICE HOPE  
408 West University Avenue  
Suite #406  
Gainesville, Florida 32601

**ARTICLE XI**

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

IN WITNESS WHEREOF, I, the undersigned, being the original subscriber to the capital stock hereinbefore named for the purposes of forming a corporation to do business within and without the State of Florida, hereby make, subscribe, acknowledge and file

these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true, and I have hereunto set my hand and seal at Gainesville, Alachua County, Florida, this 25th day of September, 1997.

  
A. Bice Hope

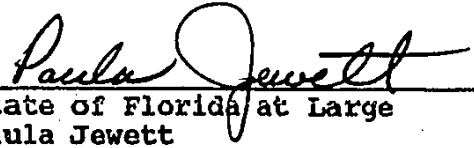
STATE OF FLORIDA:  
SS:  
COUNTY OF ALACHUA:

I HEREBY CERTIFY that on the 25th day of September, 1997, before me personally appeared A. BICE HOPE who acknowledged before me that he executed the above and foregoing Articles of Incorporation for the purposes of becoming incorporated under the laws of the State of Florida, under the corporation name of WOOD RESOURCE RECOVERY OF ALACHUA COUNTY, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Gainesville, Alachua County, Florida on this 25th day of September, 1997.

NOTARY PUBLIC



  
State of Florida at Large  
Paula Jewett  
My Commission Expires: 2-5-98  
My Commission Number: CC348936

CERTIFICATE OF DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE  
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED AND SECTION 607.0505, F.S. CERTIFICATION

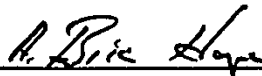
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In pursuance of Section 48.091, Florida Statutes, (1995), the following is submitted in compliance with said Act:

That **WOOD RESOURCE RECOVERY OF ALACHUA COUNTY, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Gainesville, County of Alachua, State of Florida, has named **A. BICE HOPE, ESQUIRE**, 408 University Avenue, Suite 406, Gainesville, Florida 32601, County of Alachua, State of Florida, as its agent to accept service of process within this state.

**ACKNOWLEDGEMENT:**

Having been named to accept service of process of the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office. I hereby certify that I am familiar with, and accept the obligations provided for, in Section 607.0505, Florida Statutes (1995).

  
\_\_\_\_\_  
A. BICE HOPE, ESQUIRE

CORP\_CLI\GASTON\ARTICLES