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DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, P.A.  
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October 13, 1997

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Corporate Records Bureau  
Division of Corporations  
Secretary of State  
Post Office Box 6327  
Tallahassee, Florida 32314

000002322210--2  
-10/16/97--01079--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Wilson Springs, Inc. (a new corporation)

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of Wilson Springs, Inc., a Florida corporation. Please file the original Articles of Incorporation, certify the copy and return it to us.

Also enclosed is our check in the sum of \$122.50 as payment for the following costs:

Filing fee	\$ 35.00
Fee for certified copy	52.50
Fee for designation of registered agent	35.00
Total	\$122.50

Thank you.

Very truly yours,

*H. F. Darby*  
Herbert F. Darby  
For the Firm

FILED  
37 OCT 15 PM 1:30

HFD/lss  
Enclosures  
cc: Mr. James Y. Wilson  
Mr. Hugh A. Wilson

P Hall  
OCT 17 1997

FILED

97 OCT 16 PM 1:30

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WILSON SPRINGS, INC.**

The undersigned incorporators hereby form and organize a corporation for profit under the laws of the State of Florida, as follows:

**ARTICLE I**

**NAME**

The name of the corporation is **WILSON SPRINGS, INC.**

**ARTICLE II**

**TERM OF EXISTENCE**

The date the corporate existence shall commence shall be the date of filing of these Articles of Incorporation by the office of the Secretary of the State of Florida, and the corporation shall have perpetual existence thereafter.

**ARTICLE III**

**PRINCIPAL OFFICE**

The principal office of the corporation is 425 North Marion Street, Lake City, Florida 32055, and the mailing address of the corporation is 425 North Marion Street, Lake City, Florida 32055.

**ARTICLE IV**

**NATURE AND PURPOSE OF BUSINESS**

The general purposes for which this corporation is organized and the nature of the business to be transacted by it are to engage in any activity or business permitted

under the laws of the United States and the State of Florida. The corporation shall have the power and authority to do any and all things to the same extent as a natural person. It is the intention of this article that the powers and nature of the business of this corporation shall not in any way be restricted or limited, except by operation of law, and the corporation shall have all powers as may be granted either now or hereafter to corporations by the laws of the State of Florida.

#### **ARTICLE V**

#### **CAPITAL STOCK**

The maximum number of shares of stock this corporation is authorized to have outstanding at any time is one hundred eighty thousand (180,000) shares of common stock, each having a par value of One Dollar (\$1.00) per share, fully paid and non-assessable, which shall be designated common shares. Authorized capital stock may be paid for in cash or property, at a just value, not less than par value, to be fixed by the Board of Directors of this corporation. The corporation is authorized to issue only one class of stock.

#### **ARTICLE VI**

#### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of the corporation is 425 North Marion Street, Lake City, Florida 32055. The initial registered agent of the corporation at such office is HUGH A. WILSON. The registered agent, by signing these articles of incorporation, accepts appointment as such and certifies that he is familiar with and

accepts the duties and responsibilities as registered agent for the corporation.

**ARTICLE VII**

**DIRECTORS**

The Board of Directors initially shall consist of three (3) persons, who need not be residents of the State of Florida. The names and addresses of the initial directors of this corporation, who shall serve until their successors are duly elected and qualified, are:

**NAME**

**ADDRESS**

HUGH A. WILSON

425 North Marion Street  
Lake City, Florida 32055

JAMES Y. WILSON

2319 Inglewood Drive  
Lake City, Florida 32055

LOVELYN W. HEYWARD

4380 Old Sterlington Road  
Monroe, Louisiana 71203

The number of directors may be increased or diminished from time to time by the by-laws of the corporation, provided that the corporation shall always have at least three (3) directors, a majority of whom shall be shareholders of the corporation.

**ARTICLE VIII**

**INCORPORATORS**

The names and addresses of the incorporators who have executed these articles of incorporation are:

<b><u>NAME</u></b>	<b><u>ADDRESS</u></b>
HUGH A. WILSON	425 North Marion Street Lake City, Florida 32055
JAMES Y. WILSON	2319 Inglewood Drive Lake City, Florida 32055.

**ARTICLE IX**

**BY-LAWS**

The power to adopt, alter, amend, or repeal by-laws shall be vested in the Board of Directors of this corporation.

**ARTICLE X**

**INDEMNIFICATION**

The corporation shall indemnify to the full extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative by reason of the fact that he is or was a director, officer, employee, or

agent of the corporation, against expenses (including attorney fees), judgments, fines, and amounts paid in connection with such action, suit, or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of shareholders, or otherwise.

#### **ARTICLE XI**

#### **PREEMPTIVE RIGHTS**

Each shareholder of this corporation shall have the first right to purchase shares of any stock in this corporation that may, from time to time, be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of share he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### **ARTICLE XII**

#### **AMENDMENT**

These articles of incorporation may be amended in the manner provided by law.

FILED

97 OCT 16 PM 1:31

SECOND JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned incorporators have executed these articles of incorporation this 13 day of October, 1997.

*Hugh A. Wilson, Sr.*

HUGH A. WILSON, SR.  
Incorporator

*James Y. Wilson*

JAMES Y. WILSON  
Incorporator

*Hugh A. Wilson, Sr.*

HUGH A. WILSON, SR.  
Registered Agent

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 13 day of October, 1997, by HUGH A. WILSON, SR. and JAMES Y. WILSON, who are personally known to me.

*Loretta S. Steinmann*  
Notary Public, State of Florida

(NOTARIAL  
SEAL)

My Commission Expires:



Loretta S. Steinmann  
MY COMMISSION # CC687198 EXPIRES  
October 8, 2001  
BONDED THRU TROY FAIR INSURANCE, INC.