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DARBY, PEELE, BOWDOIN & PAYNE

A PARTNERSHIP INCLUDING PROFESSIONAL ASSOCIATIONS

HERBERT F. DARBY, R.A.
S. AUSTIN PEELE, R.A.
W. RODERICK BOWDOIN, R.A.
M. BLAIR PAYNE
THOMAS J. KENNON, III

ATTORNEYS AT LAW

October 16, 1997

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4655.02-97-494

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

100002327591--9
-10/23/97--01020-020
***122.50 ***122.50

Re: Country Dreams Incorporated

Gentlemen:

Enclosed are original and photocopy of Articles of Incorporation of Country Dreams Incorporated, 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	<u>35.00</u>

Total \$122.50

Since the registered agent for this corporation designated in the Articles of Incorporation has signed the same as an incorporator, we presume no separate certificate is required.

Thank you.

Very truly yours,

HFD
Herbert F. Darby
For the Firm

HFD/lss
Enclosures

cc: Mr. Carl Ste-Marie
Ms. Nadia Louise Ste-Marie
Ms. Chantal Mireille Ste-Marie

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

mc 10/24/97

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

COUNTRY DREAMS INCORPORATED

The undersigned incorporator hereby forms and organizes a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of the corporation is COUNTRY DREAMS INCORPORATED.

ARTICLE II - DURATION

The period of duration of the corporation is perpetual.

ARTICLE III - PRINCIPAL OFFICE

The principal office of the corporation is Route 18, Box 705 (State Road 247), Lake City, Florida 32025, and the mailing address of the corporation is Route 18, Box 705, Lake City, Florida 32025.

ARTICLE IV - PURPOSE

The general purposes for which this corporation is organized and the nature of the business to be transacted by it are any and all lawful activities or businesses permitted by the law and 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 1,000 shares of common stock, having a par value of \$1.00 per share, fully paid and non-assessable.

Authorized capital stock may be paid for in cash, services, or property, at a just value, but not less than par value, to be fixed by the Board of Directors of this corporation.

Every shareholder, upon the sale of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE VI - REGISTERED OFFICE AND AGENT

The initial street address in Florida of the initial registered office of the corporation is Route 18, Box 705 (State Road 247), Lake City, Florida 32025, and the name of the initial registered agent of the corporation at such office is CHANTAL MIREILLE STE-MARIE. The registered agent, by signing these

articles of incorporation, accepts appointment as such and certifies that she is familiar with and accepts the duties and responsibilities as registered agent for the corporation.

ARTICLE VII - DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time as provided in the By-Laws, but shall never be less than one (1).

The names and addresses of the persons who shall serve as Directors until the first annual meeting of shareholders, or until their successors shall have been elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
CARL STE-MARIE	Route 18, Box 705 Lake City, Florida 32025
NADIA LOUISE STE-MARIE	1651 Harbour Side Drive Ft. Lauderdale, Florida 33326
CHANTAL MIREILLE STE-MARIE	Route 18, Box 635 Lake City, Florida 32025

ARTICLE VIII - INCORPORATORS

The names and addresses of the initial incorporators who have

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executed these Articles of Incorporation are:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NAME

ADDRESS

CHANTAL MIREILLE STE-MARIE

Route 18, Box 635
Lake City, Florida 32025

CARL STE-MARIE

Route 18, Box 705
Lake City, Florida 32025

ARTICLE IX - COMMENCEMENT OF EXISTENCE

The corporation shall commence existence upon the filing of these Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation this 16 day of October, 1997.

Chantal Ste-Marie (SEAL)
Registered Agent CHANTAL MIREILLE STE-MARIE

Carl Ste-Marie (SEAL)
CARL STE-MARIE

STATE OF FLORIDA

COUNTY OF COLUMBIA

The foregoing instrument was acknowledged before me this 16 day of October, 1997, by CHANTAL MIREILLE STE-MARIE and CARL STE-MARIE, who are personally known to me.

(NOTARIAL
SEAL)

Loretta S. Steinmann
Notary Public, State of Florida
Loretta S. Steinmann
(Print or Type Name)

My Commission Expires:

