

P9700099098

LEW MERRYDAY, JR., P. A.

425 North Palm Ave.

Palm Beach, Florida 32177-2500

(904) 328-8306 or 328-8307

FAX: (904) 325-8086

November 17, 1997

Attorneys' Title Insurance Fund, Inc.  
Leon Branch  
660 East Jefferson, Suite 200  
Tallahassee, Florida 32301

Return to  
ATTN: ASST

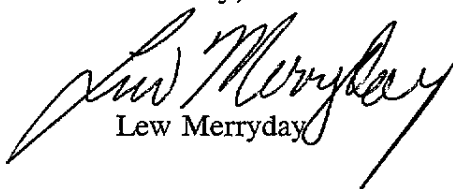
RE: Filing of incorporation papers

Dear Sir:

Find Enclosed a check in the amount of \$122.50 for which please file the Articles of Incorporation for Greenway Commercial Properties, Inc. and notify me when this has been done.

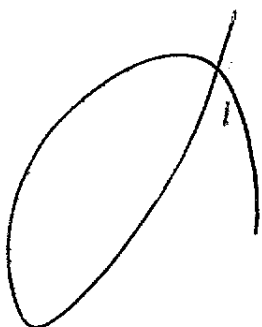
I am a Fund member and my member number is 5865.

Sincerely,

  
Lew Merryday

FILED  
97 NOV 20 PM 3:51  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

000002353470--4  
-11/21/97-01001-007  
\*\*\*122.50 \*\*\*122.50

 11/20/97 (5)

RECEIVED  
97 NOV 20 PM 3:18  
DIVISION OF CORPORATION

**ARTICLES OF INCORPORATION  
OF  
GREENWAY COMMERCIAL PROPERTIES, INC.**

**FILED**  
97 NOV 20 PM 3: 31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby subscribes to and forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

The name of the corporation is GREENWAY COMMERCIAL PROPERTIES, INC.

**ARTICLE II**

The corporation may engage in any and all activity or business for which corporations may be incorporated under the present laws of the State of Florida and such other activity or business for which corporations may be incorporated under the future laws of the State of Florida.

**ARTICLE III**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is Ten Thousand (10,000) shares of common stock, each share having a \$1.00 par value.

**ARTICLE IV**

This corporation shall have perpetual existence.

**ARTICLE V**

The name and mailing address of the Incorporator is:

Philip S. Witeka  
537 N.E. 1st St., Suite 3  
P. O. Box 2727  
Gainesville, Florida 32602

**ARTICLE VI**

The powers of the Incorporators shall terminate upon the filing of this certificate. The names and addresses of the initial Board of Directors who shall serve until the first meeting of the shareholders and until their respective successors are elected and qualified, shall be one in number and shall be as follows:

Philip S. Witeka  
537 N.E. 1st St., Suite 3  
P. O. Box 2727  
Gainesville, Florida 32602

#### **ARTICLE VII**

The business of the Corporation shall be managed by the Board of Directors. The Board of Directors is expressly authorized to make, alter or repeal By-Laws of the corporation. Action shall be by a majority of the Board of Directors present at any regular or special meeting called for that purpose.

#### **ARTICLE VIII**

The corporation reserves the right to amend, alter or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Statutes of Florida, and all rights and powers conferred on Directors and Stockholders herein granted are subject to this reservation. A majority vote of all stockholders present and entitled to vote at a duly constituted meeting called for that purpose shall be necessary to amend these Articles of Incorporation.

#### **ARTICLE IX**

All shareholders shall have preemptive rights to subscribe to any shares of stock of any kind to be issued in the future. Ownership of fractional shares of stock are prohibited.

#### **ARTICLE X**

The private property of the Stockholders of the corporation shall not be subject to the payment of corporate debts.

#### **ARTICLE XI**

The names and addresses of the initial Officers of the corporation, who shall serve until the first meeting of the Board of Directors and until their respective successors are elected and qualified, shall be as follows:

President  
Philip S. Witeka  
537 N.E. 1st St., Suite 3  
P. O. Box 2727  
Gainesville, Florida 32602

Secretary/Treasurer  
Philip S. Witeka  
537 N.E. 1st St., Suite 3  
P. O. Box 2727  
Gainesville, Florida 32602

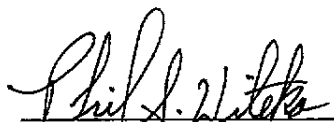
GREENWAY COMMERCIAL PROPERTIES, INC.  
DESIGNATION OF REGISTERED OFFICE  
AND REGISTERED AGENT

Pursuant to the provisions of F.S. 607.0501, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is GREENWAY COMMERCIAL PROPERTIES, INC.
2. The name and address of the registered agent to accept service of process within the State of Florida is Philip S. Witeka, Esquire, 537 N.E. 1st St., Suite 3, P. O. Box 2727, Gainesville, Florida 32602.
3. The address of the registered office is 537 N.E. 1st St., Suite 3, Gainesville, Florida 32602 and the business address of the registered agent is 537 N.E. 1st St., Suite 3, Gainesville, Florida 32602.

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
Philip S. Witeka, Esquire  
537 N.E. 1st St., Suite 3  
P. O. Box 2727  
Gainesville, Florida 32602  
(352) 371-6437

## ARTICLE XII

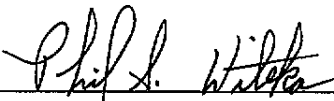
No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him as a director or officer of the corporation in good faith, if such person (i) exercised or used the same degree of diligence, care and skill as an ordinarily prudent man would have exercised or (ii) took, or omitted to take, such action in reliance upon advice of counsel for the corporation, or upon statements made or which he had reasonable grounds to believe to be true because they were made by officers or employees of the corporation, or were based upon a financial statement of the corporation prepared by an officer or employee of the corporation in charge of its accounts, a certified public accountant or a firm of certified public accountants.

## ARTICLE XIII

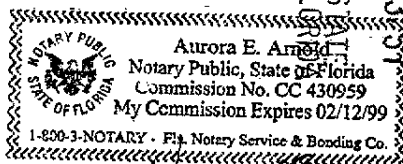
The corporation may indemnify every person, his heirs, executors and administrators, against any and all judgments, fines, amounts in settlement and reasonable expenses, including attorney's fees, incurred by him in connection with any claim, action, suit or proceeding (whether actual or threatened, brought by or in the right of the corporation or otherwise, (civil, criminal, administrative or investigative, including appeals), to which he may be or is made a party by reason of his being or having been a director or officer of the corporation or at its request, or any other corporation owned or controlled by this corporation.

IN WITNESS WHEREOF, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, does make, file and record this Certificate, and certifies that the facts herein stated are true.

Dated at Palatka, Florida, this 19<sup>th</sup> day of November, 1997.

  
Philip S. Witeka

STATE OF FLORIDA  
COUNTY OF ALACHUA



The foregoing instrument was acknowledged before me Nov. 19, 1997, by Philip S. Witeka.

Signature of Notary Public: Aurora E. Arnold

Print, Type or Stamp Commissioned Name: AURORA E. ARNOLD

Commission #: 430959 Date Commission Expires: 02/12/99

(Check one) Personally known X or produced identification     

Type of Identification Produced:     

(recommend driver's license, or other picture I.D.) (please include State of issuance, I.D. number or otherwise adequately describe identification produced)