

P970000102144

KATZ, KUTTER, HAIGLER, ALDERMAN, BRYANT & YON

PROFESSIONAL ASSOCIATION  
ATTORNEYS AND COUNSELORS AT LAW

SILVIA MORELL ALDERMAN  
JOHN M. ARIALE  
ALAN HARRISON BRENTS  
DANIEL C. BROWN  
BILL L. BRYANT, JR.  
NANCY M. BURKE  
JONATHAN B. BUTLER  
RICHARD E. COATES  
BERT L. COMBS  
J. RILEY DAVIS  
JOSE A. DIEZ-ARGUELLES  
MARTIN R. DIX  
KENNETH W. DONNELLY  
PAUL R. EZATOFF  
JEFFREY L. FREHN  
WILLIAM M. FURLOW  
MITCHELL B. HAIGLER  
DAVID P. HEALY  
MARK E. KAPLAN  
ALLAN J. KATZ  
BRIAN C. KERI  
EDWARD L. KUTTER  
RICHARD P. LEE  
RICHARD B. LORD  
JOHN C. LOVETT  
CHRISTOPHER B. LUNNY

POST OFFICE BOX 1877 32302-1877  
HIGHPOINT CENTER  
106 EAST COLLEGE AVENUE, 12TH FLOOR  
TALLAHASSEE, FLORIDA 32301  
TELEPHONE (850) 224-9634  
TELECOPIER (850) 222-0103  
TELECOPIER (850) 224-0781

SUNTRUST CENTER  
SUITE 1428  
200 SOUTH ORANGE AVENUE  
ORLANDO, FLORIDA 32801  
TELEPHONE (407) 423-8480  
TELECOPIER (407) 843-0553

REPLY TO: TALLAHASSEE

ELIZABETH W. MCARTHUR  
TRAVIS L. MILLER  
MIGUEL A. OLIVELLA, JR.  
BRUCE D. PLATT  
JOHN RADEY  
GARY P. TIMIN  
J. LARRY WILLIAMS  
DAVID A. YON  
PAUL A. ZEIGLER

OF COUNSEL:  
GORDON D. CHERR  
MICHAEL E. INGRAM  
EDWARD S. JAFFRY  
PATRICK F. MARONEY

GOVERNMENTAL CONSULTANTS:  
LESLIE Y. DUGHI\*  
PAT GRIFFITH O'CONNELL\*  
E. CLINT SMAWLEY\*  
GERALD C. WESTER\*  
(\*NOT A MEMBER OF FLORIDA BAR)

EXECUTIVE DIRECTOR:  
J. ANDREW KELLER, III, C.P.A.

November 26, 1997

Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

600002359206--0  
-12/01/97-01119-002  
\*\*\*\*122.50 \*\*\*\*122.50

Re: Articles of Incorporation - Emerald Coast Group, Inc.

To whom it may concern:

Enclosed for filing is Articles of Incorporation for Emerald Coast Group, Inc. Also enclosed is our firm's check #49307 in the amount of \$122.50.

Please forward the certified Articles when they are ready to John C. Lovett, Esquire at the above address (Tallahassee).

Thank you for your assistance in this matter and if you have any questions, please do not hesitate to call me.

Sincerely,

*Julie A. McDaniel*  
Julie A. McDaniel  
Secretary to Mr. Lovett

Enclosure

FILED  
97 DEC -1 AM 9:35  
TALLAHASSEE, FLORIDA  
DEPARTMENT OF STATE

10/2  
2-1-97

ARTICLES OF INCORPORATION

OF

EMERALD COAST GROUP, INC.

**FILED**

97 DEC -1 AM 9:35

CLERK OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a corporation (the "Corporation") under the laws of the State of Florida.

ARTICLE I.

Name and Address

The name of the Corporation shall be EMERALD COAST GROUP, INC. and the address of the Corporation is 29 Avenue E, P.O. Box 669, Apalachicola, Florida 32329.

ARTICLE II.

Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III.

Stock

The authorized capital stock of the Corporation shall consist of 100 shares of Common Stock with no par value. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first

refusal, buy and sell agreements or any other lawful form of agreements. The Corporation shall not engage in the business of insurance until it shall have paid in capital an amount required by law.

#### ARTICLE IV.

##### Right of Purchase

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 at the price at which it is offered to others.

#### ARTICLE V.

##### Incorporator

The name and street address of the Incorporator of this Corporation is as follows:

John C. Lovett, Esquire  
Katz, Kutter, Haigler, Alderman,  
Bryant & Yon, P.A.  
106 East College Avenue  
Suite 1200  
Tallahassee, FL 32301

#### ARTICLE VI.

##### Term of Corporate Existence

The Corporation shall exist perpetually unless dissolved according to law.

#### ARTICLE VII.

##### Address of Registered Office and Registered Agent

The address of the initial registered office of the Corporation in the State of Florida shall be 106 E. College

Avenue, Suite 1200, Tallahassee, Florida 32301. The name of the initial registered agent of the Corporation at the above address shall be John C. Lovett. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

#### ARTICLE VIII.

##### Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least one person, the exact number to be determined from time to time in accordance with the By-Laws.

#### ARTICLE IX.

##### Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

#### ARTICLE X.

##### Transactions in Which Directors

##### Or Officers Are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void

or voidable solely because of such relationship or interest, or solely because such Director(s) or officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

#### ARTICLE XI.

##### Indemnification of Directors and Officers

(a) The Corporation hereby indemnifies and agrees to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any

threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation or any other corporation, partnership, joint venture, trust or other enterprise in which he served at the request of the Corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorneys' fees actually and reasonably incurred as a result of such action, suit or proceeding or any appeal thereof, if such person acted in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not create a presumption that any such Director or officer did not act in good faith in the reasonable belief that such action was in, or not opposed to, the best interests of the Corporation. Such person shall not be entitled to indemnification in relation to matters as to which such person has been adjudged to have been guilty of gross negligence or willful misconduct in the performance of his duties to the Corporation.

(b) Any indemnification under paragraph (a) shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or officer seeks indemnification were properly incurred and that such Director or officer acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interests of the Corporation, and that, with respect to any criminal action or proceeding, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made either (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to such action, suit or proceeding, or (2) by a majority vote of a quorum consisting of shareholders who were not parties to such action, suit or proceeding.

(c) The Corporation shall be entitled to assume the defense of any person seeking indemnification pursuant to the provisions of paragraph (a) above upon a preliminary determination by the Board of Directors that such person has met the applicable standards of conduct set forth in paragraph (a) above, and upon receipt of an undertaking by such person to repay all amounts expended by the Corporation in such defense, unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation as authorized in this article. If the Corporation elects to assume the defense, such defense shall be conducted by counsel chosen by it and not objected to in writing for valid reasons by such person. In the event that the

Corporation elects to assume the defense of any such person and retains such counsel, such person shall bear the fees and expenses of any additional counsel retained by him, unless there are conflicting interests between or among such person and other parties represented in the same action, suit or proceeding by the counsel retained by the Corporation, that are, for valid reasons, objected to in writing by such person, in which case the reasonable expenses of such additional representation shall be within the scope of the indemnification intended if such person is ultimately determined to be entitled thereto as authorized in this article.

(d) The foregoing rights of indemnification shall not be deemed to limit in any way the power of the Corporation to indemnify under any applicable law.

## ARTICLE XII.

### Financial Information

Except to the extent required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.



ARTICLE XIII.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation has hereunto set his and seal this 26 day of November, 1997.

  
John C. Lovett

STATE OF FLORIDA  
COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, John C. Lovett to me well known and known to me to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 26 day of November, 1997.

Jessica Jae Ferreri  
NOTARY PUBLIC

My commission expires:



Jessica Jae Ferreri  
MY COMMISSION # CC670705 EXPIRES  
August 31, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED OFFICE

In compliance with Florida Statutes Section 48.091 and 607.304, the following is submitted:

John C. Lovett, Esquire, desiring to organize as a corporation under the laws of the State of Florida, has designated 106 E. College Avenue, Suite 1200, Tallahassee, Florida 32301, as its initial Registered Office and has named John C. Lovett, Esquire located at said address, as its initial Registered Agent.

By:

  
John C. Lovett  
Incorporator

Having been named Registered Agent for the above stated corporation, at the designated Registered Office, the undersigned hereby accepts said appointment, and agrees to comply with the provisions of Florida Statutes Section 48.091 relative to keeping the office open.

  
John C. Lovett

H:\USERS\JOHNL\EMERALD.ART

FILED  
97 DEC -1 AM 9:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA