

P97000103293

**LAW OFFICE OF  
LAWRENCE J. BERNARD  
ATTORNEY AT LAW**

Real Property  
Probate

1403 Dunn Avenue  
Suite 20  
Jacksonville, Florida  
32218  
(904) 751-6980  
(904) 751-6983 Fax

November 24, 1997

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

600002365406--8  
-12/08/97--01059--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Re: Articles of Incorporation for  
W & G COUNTRY CABIN, INC., a Florida corporation

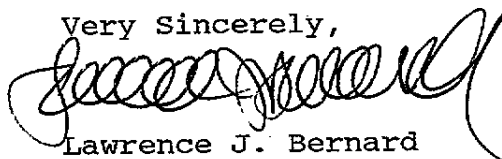
Dear Sir or Madam:

I am enclosing the original and one (1) duplicate copy of the Articles of Incorporation and Certificate of Registered Agent for the above-referenced corporation, together with my firm check in the amount of \$70.00 to cover the costs of taxes, filing fee, and filing of the Certificate of Registered Agent.

Please return the copies, together with the charter number to my office.

Your assistance is most appreciated. Please do not hesitate to contact me should you have any questions.

Very Sincerely,



Lawrence J. Bernard

LJB/jlm  
Enclosures  
art\sec-state.ltr

97 DEC -8 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

97-12-9-97

ARTICLES OF INCORPORATION

OF

W & G COUNTRY CABIN, INC.  
a Florida corporation

FILED  
97 DEC -8 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, do hereby make form a corporation, and for such purpose I hereby make, execute and adopt the following Articles of Incorporation.

ARTICLE ONE

NAME OF CORPORATION AND ADDRESS OF PRINCIPAL OFFICE

The name of this corporation shall be: W & G COUNTRY CABIN, INC., a Florida corporation. The address of the principal office of the corporation is: c/o The Village Shopping Center, 950 Blanding Boulevard, Orange Park, Florida 32065.

ARTICLE TWO

PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE THREE

DURATION

The term for which this corporation shall exist shall be perpetual commencing on the date filed with the Secretary of State.

ARTICLE FOUR

CAPITAL STOCK

This corporation is authorized to issue 10,000 shares at One Dollar (\$1.00) par value common stock.

ARTICLE FIVE

INCORPORATORS

The name and address of the person signing these Articles is:

Linda R. White  
950 Blanding Boulevard  
Orange Park, Florida 32065

ARTICLE SIX

BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors, subject to the approval of the shareholders.

ARTICLE SEVEN

RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this corporation shall be issued initially to the following persons and in the amounts set opposite his or her name:

| <u>NAME</u>       | <u>SHARES</u> |
|-------------------|---------------|
| Linda R. White    | 20            |
| Earl E. Graham    | 40            |
| James S. Caviness | 40            |

Shares held by the initial shareholders listed above and subsequent shareholders may not be sold or otherwise transferred to other persons or hypothecated in any manner unless such shares are first offered to the remaining shareholders or to this corporation. Further, the remaining shareholders must first issue their written approval of the prospective buyer as a contingency to the sale of

such stock being consummated. The price and terms of which, and the time within which, such shares may be offered and sold may be further specified by written agreement among all of the shareholders of this corporation.

#### ARTICLE EIGHT

##### PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his or her prorata share thereof at the price at which it is offered to others.

#### ARTICLE NINE

##### INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 950 Blanding Boulevard, Orange Park, Florida 32065, and the name of the initial registered agent of this corporation at this address is Linda R. White.

#### ARTICLE TEN

##### INITIAL BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws but shall never be more than ten. The name and address of the initial directors of this corporation are:

Linda R. White, 950 Blanding Boulevard  
Orange Park, Florida 32065

Earl E. Graham, 950 Blanding Boulevard  
Orange Park, Florida 32065

ARTICLE ELEVEN

The names and post office addresses of the officers of this corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed and have qualified are as follows:

|  |  |
|--|--|
| President                                | Earl E. Graham<br>950 Blanding Boulevard<br>Jacksonville, Fl 32065 |
| Vice-President,<br>Secretary - Treasurer | Linda R. White<br>950 Blanding Boulevard<br>Jacksonville, Fl 32065 |

ARTICLE TWELVE

SHAREHOLDERS QUORUM AND VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

ARTICLE THIRTEEN

INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE FOURTEEN

AMENDMENT

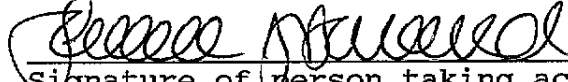
This corporation, through its shareholders, reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 21st day of November, 1997.

  
\_\_\_\_\_  
Linda R. White

STATE OF FLORIDA  
COUNTY OF DUVAL

The foregoing instrument was sworn to and subscribed before me  
this 21st day of November, 1997, by Linda R. White, who  
has produced Florida Driver's License as identification.

  
Signature of person taking acknow-  
ledgment

Printed name of person taking  
acknowledgment  
Notary Public State of Florida  
Expiration Date of Commission:  
Commission Number:

OFFICIAL NOTARY SEAL  
LAWRENCE J BERNARD  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC373766  
MY COMMISSION EXP. APR. 30, 1998

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First, that , a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 950 Blanding Boulevard, Orange Park, Florida 32065, has named Linda R. White, as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated corporation, at the 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 office open.

*Linda R. White*

\_\_\_\_\_  
Linda R. White

97 DEC -8 AM 9:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED