

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Garden & Sprott Insurance, Inc.

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

DR 1/9/98 9:43

Name

Date

Time

Walk-In

Will Pick Up

RECEIVED
98 JAN -9 AM 10:18
DIVISION OF CORPORATIONS

RP
1-9-98

ARTICLES OF INCORPORATION

OF

CARDEN & SPROTT INSURANCE, INC.

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The undersigned incorporators hereby certify to the following in order to form a corporation for a profit under the laws of the State of Florida.

ARTICLE I - NAME

The name of this corporation is **CARDEN & SPROTT INSURANCE, INC.**

ARTICLE II - DURATION

This corporation shall have perpetual existence.

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are the following:

A. To act as agent or broker for insurance companies in soliciting and receiving applications for fire, casualty, plate glass, automobile, truck, and other motor vehicle, boiler, elevator, accident, health, burglary, rent, marine, crop, credit, and life insurance, and all other kinds of insurance, collecting premiums, and doing such other business as may be delegated to agents or brokers by insurance companies and to conduct a general insurance agency and insurance brokerage business.

B. To engage in and transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.

C. To do such other things as are incidental to the purposes of the Corporation or necessary or desirable in order to accomplish them.

ARTICLE IV - PRINCIPAL OFFICE

The principal office of this corporation is 60 Fourth Street, S.W., Winter Haven, Florida 33880, and the corporate mailing address is at Post Office Box 1834, Winter Haven, Florida 33882.

ARTICLE V - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of One Dollar (\$1.00) par value common stock, which shall be designated "common shares".

ARTICLE VI - INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this corporation is 60 Fourth Street, S.W., Winter Haven, Florida 33880, and the name of the initial registered agent at that address is **ROBERT E. CARDEN, JR.**

ARTICLE VII - BOARD OF DIRECTORS

This corporation shall have two (2) directors initially. The number of Directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one. The individuals constituting the original Board shall be:

ROBERT E. CARDEN, JR.
60 Fourth Street, S.W.
Winter Haven, Florida 33880

KINGSWOOD SPROTT, III
60 Fourth Street, S.W.
Winter Haven, Florida 33880

ARTICLE VIII - INCORPORATOR

ROBERT E. CARDEN, JR. and **KINGSWOOD SPROTT, III** are the persons signing these Articles of Incorporation.

ARTICLE IX - BY-LAWS

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

ARTICLE X - NON-RESTRICTION OF CONTRACT

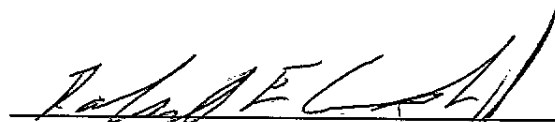
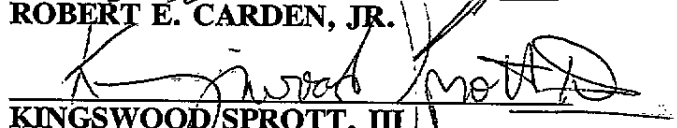
No contract or other transaction of the corporation with any person, firm or other corporation, in the absence of fraud or wrongdoing shall be effected or invalidated by the fact that any director of this corporation is party to or interested in such contract or other transaction or in any way connected with such person, firm or corporation, and each and every person who may become a director of this corporation is hereby relieved from any liability that might otherwise exist from his contracting with this corporation for the benefit of himself or any other firm, person or corporation in which he may be in any way interested.

ARTICLE XI - SHARE TRANSFER RESTRICTIONS

Shares held by each shareholder of the corporation may not be sold or otherwise transferred to other persons unless first offered to this corporation or to the remaining shareholders in proportion to their shares. The price, terms, and other provisions regarding this restriction may be specified by written agreement among the shareholders, which agreement may expand this Article and which may also include the corporation as a party. These restrictions are intended to preserve exemptions under federal and state securities laws, to provide for orderly changes in ownership of shares, and to serve other reasonable purposes.

ARTICLE XII - AMENDMENT

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and any right conferred upon the Shareholders is subject to this reservation.


ROBERT E. CARDEN, JR.

KINGSWOOD SPROTT, III

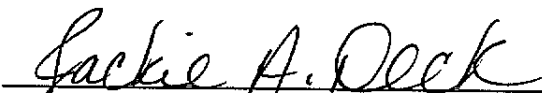
STATE OF FLORIDA
COUNTY OF POLK

I **HEREBY CERTIFY** that on this day, before me a Notary Public duly authorized in the state and county named above to take acknowledgments, personally appeared **ROBERT E. CARDEN, JR. and KINGSWOOD SPROTT, III**, (☒) who are personally known to me or (☐) who have produced _____ as identification, known to me to be the incorporator of **CARDEN & SPROTT INSURANCE, INC.**, and who executed the foregoing Articles of Incorporation and who acknowledged before me that they subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the county and state named above, this 8th day of January, 1998.



JACKIE A. DECK
MY COMMISSION # GC365879 EXPIRES
May 10, 1998
BONDED THRU TROY FAIR INSURANCE, INC.


Notary Public - State of Florida
My Commission Expires:
My Commission No.

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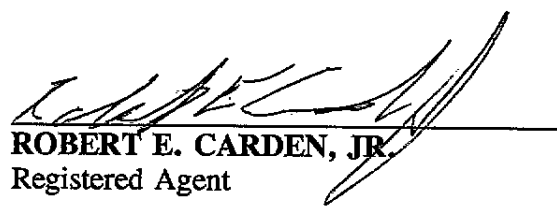
**CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act:

First -- that **CARDEN & SPROTT INSURANCE, INC.**, desiring to organize under the laws of the State of Florida, has named **ROBERT E. CARDEN, JR.**, of 60 Fourth Street, S.W., Winter Haven, Florida 33880, 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 place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.


ROBERT E. CARDEN, JR.
Registered Agent