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LAW OFFICE OF  
LAWRENCE J. BERNARD  
ATTORNEY AT LAW

1403 DUNN AVENUE, SUITE 20  
JACKSONVILLE, FLORIDA 32218

FILED

98 JAN 12 AM 11:39

REAL PROPERTY  
PROBATE

(904) 751-6980  
FAX: (904) 751-6983

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
LANDLORD & TENANT  
CORPORATIONS

January 7, 1998

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-01/12/98--01045--018  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

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

Re: Articles of Incorporation for  
SOUTH HAMPTON FARMS, INC.

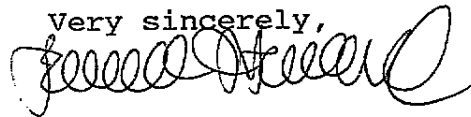
Dear Sir or Madam:

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

*Janice*  
GAVE  
Lawrence Bernard's secretary  
AUTHORIZATION BY PHONE TO  
CORRECT *add principal*  
DATE *1/13/98*  
DOC. EXAM. *GA*  
*add 7 R1 address*

P. Hall

JAN 13 1998

**ARTICLES OF INCORPORATION**  
**OF**  
**SOUTH HAMPTON FARMS, INC.,**

**FILED**  
98 JAN 12 AM 11:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

a Florida corporation

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

**ARTICLE ONE**

Name

The name of this corporation shall be: **SOUTH HAMPTON FARMS, INC.,** a Florida corporation.

**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 100 shares at One Dollar (\$1.00) par value common stock.

**ARTICLE FIVE**

Incorporators

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

CARL KNOWLES  
HC2, Box 606  
Satsuma, Florida 32189

## 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>
CARL KNOWLES	50
EVELYN KNOWLES	50

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 at 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 pro-rata 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 HC 2 Box 606, Satsuma Florida 32189, and the name of the initial registered agent of this corporation at this address is EVELYN KNOWLES. The principal address is the same.

## **ARTICLE TEN**

### **Initial Board of Directors**

This corporation shall have one (1) director 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 names and addresses of the initial directors of this corporation are:

CARL KNOWLES  
HC2, BOX 606  
SATSUMA, FLORIDA 32189

EVELYN KNOWLES  
HC2, BOX 606  
SATSUMA, FLORIDA 32189

## **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 and Director                      CARL KNOWLES  
    HC2, BOX 606  
    SATSUMA, FLORIDA 32189

Secretary-Treasurer                      EVELYN KNOWLES  
    HC2, BOX 606  
    SATSUMA, FLORIDA 32189

## **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 5<sup>th</sup> day of January, 1998

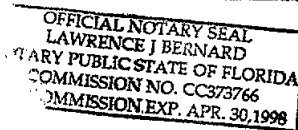
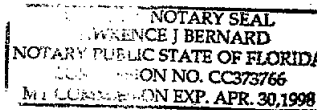
  
CARL KNOWLES

STATE OF FLORIDA  
COUNTY OF DUVAL

Before me, a Notary Public authorized to take acknowledgments in the State and  
County set forth above, personally appeared **CARL KNOWLES**, well known to me and  
known by me to be the person who executed the foregoing Articles of Incorporation, and  
he acknowledged before me that he executed the same for the purposes therein  
described.

WITNESS my hand and official seal, this 5<sup>th</sup> day of January, 1998, at  
Jacksonville, County and State aforesaid.

  
Notary Public, State of Florida at Large  
My Commission Expires:



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

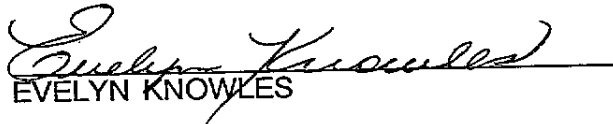
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act: First that SOUTH HAMPTON FARMS, INC., a Florida corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicted in the Articles of Incorporation at City of Jacksonville, County of Duval, State of Florida, has named Evelyn Knowles, HC2, Box 606 Satsuma, Florida 32189, as its agent to accept service of process within the State.

ACKNOWLEDGEMENT

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.

  
EVELYN KNOWLES