

**P9800008204**  
**TRANSMITTAL LETTER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 26 AM 11:49

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

600002411926--9  
-01/26/98--01099--005  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** FIRST FLORIDIAN COMPANY  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** STEVE JARRETT  
Name (Printed or typed)

1639 BEACH BLVD.  
Address

JACKSONVILLE BEACH, FL 32250  
City, State & Zip

904-247-7000  
Daytime Telephone number

**NOTE: Please provide the original and one copy of the articles.**

**D. BROWN JAN 27 1998**

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**ARTICLES OF INCORPORATION**  
**FIRST FLORIDIAN COMPANY**

The undersigned, for the purpose of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

**ARTICLE I - NAME**

The name of this corporation is: **FIRST FLORIDIAN COMPANY**

**ARTICLE II - COMMENCEMENT AND DURATION**

This corporation shall commence upon the filing of these Articles with the Secretary of the State of Florida and shall exist perpetually.

**ARTICLE III - PURPOSE**

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of capital stock which this corporation is authorized to have is one thousand shares of common capital stock with a par value of one dollar per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1639 Beach Boulevard, Jacksonville Beach, FL 32250 and the initial registered agent of this corporation at that address is Stephen G. Jarrett.

**ARTICLE VI - INITIAL BOARD OF DIRECTORS**

This corporation shall have one director initially. The number of directors may either be increased or diminished from time to time according to the By-Laws but shall never be less than one. The name and address of the initial director of this corporation is: Stephen G. Jarrett  
1639 Beach Boulevard  
Jacksonville Beach, FL 32250

**ARTICLE VII - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation as the subscriber is:  
Stephen G. Jarrett  
1639 Beach Boulevard  
Jacksonville Beach, FL 32250

**ARTICLE VIII - BY-LAWS**

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

**ARTICLE IX - INITIAL ISSUE AND RESTRICTIONS OF TRANSFER OF STOCK**

Shares of capital stock of this corporation shall be issued initially to the following person(s) and in the amount set opposite of their names:

Stephen G. Jarrett                      1000 shares

Shares held by the initial stockholder listed above and subsequent shareholders may not be resold or otherwise transferred to other persons or hypothecated in any manner unless shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation. The treasury stock of the corporation may only be issued with the approval of the shareholders.

**ARTICLE X - OFFICERS**

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

Stephen G. Jarrett  
President/Secretary/Treasurer  
1639 Beach Boulevard  
Jacksonville Beach, FL 32250

**ARTICLE XI - SHAREHOLDER 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 XII - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case whether or not approval is required by law.

**ARTICLE XIII - POWERS**

This corporation shall have all of the corporation powers enumerated in the Florida General Corporation Act.

**ARTICLE XIV - PRINCIPAL PLACE OF BUSINESS**

The initial principal place of business for the corporation is : 1639 Beach Boulevard  
Jacksonville Beach, FL 32250

**ARTICLE XV - DIRECTOR COMPENSATION**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of the directors of this corporation. Shareholders of the corporation may also serve as directors and/or officers of the corporation.

**ARTICLE XVI - DIRECTORS QUORUM AND VOTING**

The quorum for meeting of the initial Board of Directors shall be constituted by one director. Thereafter, if the number of directors is increased, two-thirds of the directors shall constitute a quorum for a meeting of directors.

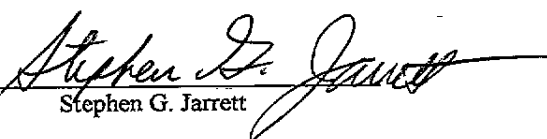
**ARTICLE XVII - MEETING BY CONFERENCE TELEPHONE**

Members of the Board of Directors may participate in meetings by the Board of Directors by means of conference telephone as provided by law.

**ARTICLE XVIII - 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. All amendments to be approved by two-thirds vote.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 23<sup>RD</sup> day of January 1998.

  
Stephen G. Jarrett

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**DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT**

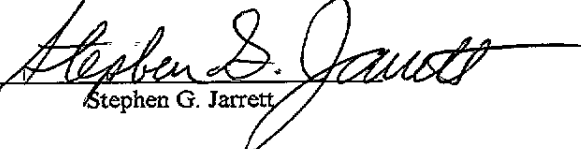
**WITNESSETH**

That **FIRST FLORIDIAN COMPANY**, desiring to organize under the laws of the State of Florida, which will have its principal office in Jacksonville Beach, Florida, has named Stephen G. Jarrett as its agent to accept service within this state.

**ACKNOWLEDGMENT**

Having been named by the incorporator of **FIRST FLORIDIAN COMPANY** to accept service of process for the Corporation, at the place designated in this certificate, I hereby agree to serve as the registered agent for the Corporation, and agree to comply with the applicable provisions of the Florida Statutes.

Dated this 23<sup>rd</sup> day of January, 1998.

  
Stephen G. Jarrett