

P98000010316
TRANSMITTAL LETTER

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

SUBJECT: SUNSHINE DAY COMPANY
(Proposed corporate name - must include suffix)

300002417173--5
-01/30/98-01052-011
*****78.75 *****78.75

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: DREW A. RECTOR
Name (Printed or typed)
30230 JOHNSTON RD.
Address
DADE CITY, FL. 33523
City, State & Zip
(352) 588 3729
Daytime Telephone number

FILED
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
97 JAN 30 PM 2:48

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

2-2-98
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ARTICLES OF INCORPORATION

OF

SUNSHINE HAY COMPANY

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Pursuant to Chapter 607 and 621 (F.S.), the undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts these Articles of Incorporation, in its entirety, as follows:

- FIRST: The name of the corporation (the "Corporation") is
Sunshine Hay Company
- SECOND: The address of the Corporation's principal office and registered office
in the State of Florida is,

30230 Johnston Road
Dade City, Florida 33523
- The name of the Corporation's registered agent at such address is,
Drew A. Rector
- THIRD: The purpose of the Corporation is to engage in any lawful act or
activity for which corporations may be organized under the Florida
Business Corporation Act of the State of Florida.
- FOURTH: A total number of shares which the Corporation shall have authority
to issue is six thousand (6,000) shares of common stock, par value
\$1.00 per share (the 'Common Stock').
- FIFTH: The following are characteristics of the Corporation's Common Stock.

Section 1, Voting Rights. Each holder of a whole share of Common
Stock of the Corporation shall be entitled one vote for each whole share thereof held, Each
holder of a fractional share of Common Stock of the Corporation shall be entitled to a
corresponding fractional vote for each fractional share thereof held.

Section 2. Preemptive Rights.

a. Except as provided in subsection 2.b of this Article Fifth, in
the event the Corporation shall, at any time or from time to time, issue additional shares of its
Common Stock or any new security convertible into, or which has rights to purchase, Common
Stock, each holder of a share of Common Stock shall be entitled to a preemptive right to
purchase or subscribe for a pro rata share of such additional shares of Common Stock or such
new security.

b. For the purposes of this Section 2 of Article Fifth, the issuance
of Common Stock or any other security to any director, officer or other employee of the
Corporation under and as provided for by any applicable compensation or benefit agreement
entered into by the Corporation or pursuant to any compensation or benefit plan, shall not be
deemed to be an issuance under this subsection 2.b. of Article Fifth entitling a holder of
Common Stock to preemptive rights.

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Section 3. Cumulative Voting. Cumulative voting of shares of Common Stock in the election of directors of the Corporation by holders of Common Stock shall be permitted.

SIXTH: The Corporation will amend and restate it's Articles of Incorporation if majority vote (50.5%) requests the action.

SEVENTH:

Section 1. Balloting for Election of Directors. Elections of directors need not be by written ballot except and to the extent provided in the By-laws of the Corporation.

Section 2. Number of Directors. The number of directors of the Corporation shall be fixed and may be altered from time to time as may be provided in the By-laws. The number of directors of the Corporation shall not be fewer than three (3) and not more than five (5), except in the event that the outstanding shares of the Corporation are held of record by fewer than three (3) stockholders, in which event the number of directors may be equal to or greater than the number of stockholders,

EIGHTH: To the full extent permitted by the Florida Business Corporation Act of the State of Florida or any other applicable laws presently or hereafter in effect, no director of the Corporation shall be personally liable to the Corporation or its stockholders for or with respect to any acts or omission in the performance of his or her duties as a director of the Corporation. Any repeal or modification of this Article Eighth shall not adversely affect any right or protection of a director of the Corporation existing immediately prior to such repeal or modification.

NINTH:

Section 1. Right to Indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a director, officer, employee, fiduciary, or agent of the Corporation or who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, partner, employee, fiduciary, or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding, to the extent that and under the circumstances in which the Florida Business Corporation Act permits such indemnification. The Corporation shall indemnify any person who was, is, or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director, officer, employee, fiduciary or agent of the Corporation or who, while a director, officer, employee, fiduciary or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust, other enterprise or employee benefit plan, against expenses (including attorneys' fees) actually and reasonably incurred by

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him in connection with such action, suit or proceeding, to the extent that and under the circumstances which the Florida Business Corporation Act permits such indemnification.

Section 2. Manner of Indemnification. Any indemnification under this Article Ninth (unless ordered by a court) shall be made as authorized in a specific case upon a determination that indemnification of the director, officer, employee, fiduciary, or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in the Florida Business Corporation Act with respect to indemnification of directors. Such determination may be made (a) 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 (b) if such a quorum is not obtainable, by a majority vote of a committee of the Board of Directors designated by the Board of Directors, which committee shall consist of two (2) or more directors who were not parties to the action, suit, or proceeding, except that directors who were parties to the action, suit, or proceeding may participate in the designation of directors for the committee. If such quorum is not obtainable or such committee cannot be established pursuant to clause 2(a) and clause 2(b) above of this Article Ninth, or even if such quorum is obtained or such committee is designated if such quorum or committee so directs, such determination shall be made: (y) by independent legal counsel selected by vote of the Board of Directors or the committee in the manner specified in clause 2(a) or clause 2(b) above of this Article Ninth (as the case may be) or, if a quorum cannot be obtained and a committee cannot be established pursuant to clause 2(a) and clause 2(b) above of this Article Ninth, by independent legal counsel selected by a majority vote of the full Board of Directors or (z) by the stockholders. Authorization of indemnification and evaluation as to reasonableness of expenses may be made in the same manner as the determination that indemnification is proper is made; except that, if the determination that indemnification is proper is made by independent legal counsel (as set forth above), authorization of indemnification and evaluation as to reasonableness of expenses may be made by the body that selected said counsel.

Section 3. Non-Exclusive Right. The foregoing right of indemnification shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a director, officer, medical director, employee, fiduciary, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 4. Vote to Amend. A majority vote of common stock shall be required to amend this Article Ninth.

TENTH: The Corporation shall not, without the prior written consent of the holders of nothing less than fifty-one percent (50.5%) of the outstanding common stock of the Corporation:

a. authorize, create, issue, reclassify, repurchase or redeem any stock or other security of the Corporation, or issue, grant or otherwise authorize any option, warrant or other right respecting any stock or other security of the Corporation, provided that this clause a. of Article Tenth shall not apply to (i) the issuance by the Corporation of shares of Common Stock in accordance with the terms of those stock options of the Corporation granted by the Corporation to Drew A. Rector, LaDonna L. Rector, and Dr. Robert L. Rector or (ii) the repurchase of shares of stock from any employee, director or consultant of the Corporation upon termination of such person's relationship with the Corporation and pursuant to agreements approved by the Corporation's Board of Directors;

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b. amend or repeal any provisions of, or add any provision to, the Corporation's Articles of Incorporation or By-Laws:

c. merge with or into or consolidate with any other corporation, purchase or own any stock or other securities of or interest in, or cause to exist, any subsidiary or other corporation, partnership or other entity; sell, lease, license or otherwise transfer all or a significant portion of its properties or assets; enter into any other extraordinary corporate transaction of any nature; nor permit any subsidiary to take any such action except that any subsidiary may (i) consolidate or merge into or with or sell or transfer assets to any other subsidiary of the Corporation, or (ii) merge into or with or sell or transfer assets to the Corporation;

d. dissolve, liquidate or suspend any significant part of its usual business, or file any petition, or institute any proceeding, or be subject to any petition or proceeding filed against it that is not dismissed within thirty (30) days after filing, under the Federal Bankruptcy Code or under any state law relating to insolvency, receivership, reorganization or debt adjustment;

e. pay or declare any dividends or other distributions, whether or not liquidating and whether or not payable in cash;

f. effect any stock split, stock combination, reclassification or similar event,

g. authorize or establish any stock option plan, employee stock purchase plan, restrictive stock plan or other employee stock plan.

h. make any loan or advance to any person or entity (including without limitation any officer, director or employee of the Corporation, or any parent, child, sibling or affiliate of such person), except advances and similar expenditures in the ordinary course of business.

i. incur, create, assume or otherwise become primarily or secondarily liable with respect to, or absolutely or contingently liable with respect to, or permit to exist any indebtedness of the Corporation in excess of \$25,000 in the aggregate, provided that the foregoing shall not apply to any bona fide trade account payable so long as such account does not exceed \$25,000 for more than sixty (60) days (unless otherwise specifically authorized by the Board of Directors, provided that in no event shall any such trade account payable exceed \$50,000),

j. guarantee directly or indirectly any indebtedness;

k. (i) sell, lease, license or otherwise transfer to others any tangible or intangible property, except for sales of products and services to customers in the ordinary course of business, (ii) enter into any marketing, distribution or sales agreement, any "corporation partnering" agreement or any similar arrangement or (iii) purchase, lease, license or otherwise acquire from others any tangible or intangible property except in the ordinary course of business;

l. commit to, enter into or be bound by any contract or other arrangement involving the receipt or expenditure by the Corporation of more than \$100,000.

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[Signature]

ELEVENTH: The Corporation shall exist in perpetuity, from and after the date of filing these Articles of Incorporation with the Secretary of State of the State of Florida unless dissolved according to law.

The number of initial directors is two (2), and the names and addresses of the directors are:

Drew A. Rector
30230 Johnston Road
Dade City, Florida 33523

Robert L. Rector, PhD.
30230 Johnston Road
Dade City, Florida 33523

LaDonna L. Rector
30230 Johnston Road
Dade City, Florida 33523

The name and address of the incorporator is:

Drew A. Rector
30230 Johnston Road
Dade City, Florida 33523

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as of the 23th day of January in the year of 1998.


SUNSHINE HAY COMPANY

By: 
Robert L. Rector, PhD.

By: 
LaDonna L. Rector

The undersigned consents to the appointment as the initial registered agent.

Signature of Registered Agent:


Drew A. Rector

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