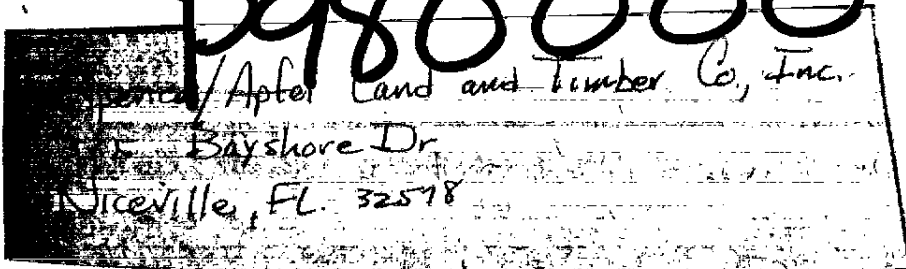


P98000011924



500002422005--0
-02/05/98--01020--014
****122.50 ****122.50

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
☐	Profit
☐	NonProfit
☐	Limited Liability
☐	Domestication
☐	Other

AMENDMENTS	
☐	Amendment
☐	Resignation of R.A., Officer/ Director
☐	Change of Registered Agent
☐	Dissolution/Withdrawal
☐	Merger

OTHER FILINGS	
☐	Annual Report
☐	Fictitious Name
☐	Name Reservation

REGISTRATION/ QUALIFICATION	
☐	Foreign
☐	Limited Partnership
☐	Reinstatement
☐	Trademark
☐	Other

FILED
98 FEB -5 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SPENCE/APFEL LAND AND TIMBER CO., INC.**

FILED
98 FEB -5 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation, being a natural person competent to contract, hereby forms a Corporation under the laws of the State of Florida and under the following Articles:

ARTICLE I

NAME AND DURATION

The name of the Corporation shall be **SPENCE/APFEL LAND AND TIMBER CO., INC.**
The duration of the Corporation shall be perpetual.

ARTICLE II

REGISTERED OFFICE AND PRINCIPAL OFFICE AND AGENT

The address of the registered office and principal office in the State of Florida is 335 Bayshore Drive, Niceville, Florida, 32578. The name of the registered agent at such address is W. FERROL SPENCE.

ARTICLE III

NATURE OF BUSINESS

This corporation may engage in any activity or business permitted under the laws of the United States of America and/or the State of Florida, and shall have all of the general and specific powers and rights granted to and conferred upon corporations by the General Corporation Act of Florida.

ARTICLE IV
CAPITAL STOCK

The maximum number of shares of capital stock that this Corporation is authorized to issue and have outstanding at any one time is 7,500 shares of common stock having a nominal par value of \$1.00 per share.

All or any portion of the capital stock may be issued in payment for real or personal property, services, or any other right or thing having a value, in the judgment of the Board of Directors, at least equivalent to the full value of the stock so to be issued as hereinabove set forth, and when so issued shall become and be fully paid and non-assessable, the same as though paid for in cash, and the Directors shall be the sole judges of the value of any property, right or thing acquired in exchange for capital stock, and their judgment of such value shall be conclusive.

Except as required by law, each holder of common stock shall have one vote for each share of stock held by him of record on the books of the Corporation on all matters to be voted upon by the Stockholders. Notwithstanding the foregoing, this Corporation shall have the right to increase its capital stock, either with or without nominal or par value, and to provide the designations, preferences, voting powers, restrictions or qualifications of voting powers of such additional stock in an amendment to these Articles of Incorporation.

Shares held by Stockholders of this Corporation may not be resold or otherwise transferred to other persons unless shares are first offered to the remaining Stockholders or to the Corporation. The price and terms at which and the time within which such shares may be offered and sold shall be further specified by written agreement among all the Stockholders and this Corporation.

ARTICLE V

INCORPORATORS

The name and mailing address of each incorporator of this Corporation are as follows:

WILLIAM E. APFEL
335 Bayshore Drive
Niceville, Florida 32578

The powers of the incorporators shall terminate upon the filing of these Articles of Incorporation of the Corporation with the office of the Secretary of State of Florida.

ARTICLE VI

BOARD OF DIRECTORS

This Corporation shall have four (4) initial Directors. The number of Directors may be increased or diminished from time to time by Bylaws adopted by the Stockholders, but shall never be less than one (1), as required by the laws of the State of Florida.

The name and mailing address of the initial members of the Board of Directors of this Corporation, to hold office for the first year of existence of the corporation, or until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
WILLIAM E. APFEL	335 Bayshore Drive Niceville, Florida 32578
REBECCA B. SPENCE	335 Bayshore Drive Niceville, Florida 32578
W. FERROL SPENCE	335 Bayshore Drive Niceville, Florida 32578
MARY C. APFEL	335 Bayshore Drive Niceville, Florida 32578

Any Director may be removed from office by a majority of the stock entitled to vote thereon at any annual or special meeting of the Stockholders.

In the event that one or more vacancies should occur on the Board of Directors by reason of death, resignation or otherwise, such vacancies shall be filled by the Stockholders at their next annual meeting or at a special meeting called for that specific purpose. The remaining Directors, by affirmative vote of a majority thereof, may elect a Director to fill any such vacancy until a special meeting can be called or until the next annual meeting of the Stockholders.

The initial members of the Board of Directors of this Corporation hereinabove named shall hold the Organizational Meeting of this Corporation, and are hereby authorized to do and perform all acts and things necessary for and incident to the organization of this Corporation.

ARTICLE VII

CORPORATE ACTION BY CONSENT

Any corporate action required or permitted to be taken by a vote of the Board of Directors or a committee thereof or by a vote of the Stockholders may be taken without a meeting or vote of the Directors or Stockholders upon the written consent of all Directors or Stockholders having a majority of all stock entitled to vote upon such action as if a meeting were held; provided, however, that in no case shall any such corporate action be taken by written consent of less than the minimum percent of the vote required by statute for the proposed action, and provided that prompt notice is given to all Directors and Stockholders of the taking of such corporate action without a meeting and by less than unanimous written consent.

ARTICLE VIII

AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a Stockholders' meeting by a majority of the shares of stock entitled to vote thereon, unless all the Directors and all the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

DATED at Niceville, Okaloosa County, Florida, on this 14 day of February, 1998.

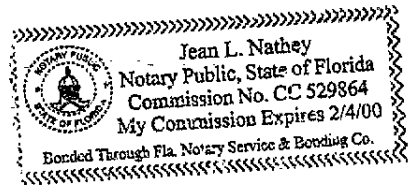
William E. Apfel
WILLIAM E. APFEL, Incorporator

STATE OF FLORIDA

COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 14 day of Feb., 1998, by WILLIAM E. APFEL, who is personally known to me or who has provided _____ as identification.

Jean L. Nathey
NOTARY PUBLIC
Typed Name: _____
Commission Expires: _____
Commission No.: _____



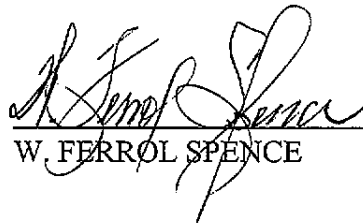
**CERTIFICATE DESIGNATING ADDRESS FOR
SERVICE OF PROCESS WITHIN FLORIDA
AND DESIGNATING AGENT UPON WHOM
PROCESS MAY BE SERVED**

In compliance with Chapter 607.034, Florida Statutes, the General Corporation Act of Florida, the following is submitted:

FIRST: **SPENCE/APFEL LAND AND TIMBER CO., INC.**, desiring to organize under the Laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the City of Niceville, County of Okaloosa, State of Florida, has named **W. FERROL SPENCE**, located at 335 Bayshore Drive, Niceville, Florida, 32578, the registered office of the Corporation, as its agent to accept service of process within this State.

ACCEPTANCE OF AGENT

Having been named to accept service of process and serve as Registered Agent for the above-named Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of said statute relative to keeping said office open.


W. FERROL SPENCE

d:\clients\spence.tim\articles

FILED
98 FEB -5 AM 7:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA