

P980000 16034

HOLLAND & KNIGHT

Requestor's Name
 315 SOUTH CALHOUN STREET
 Address
 Tallahassee, Florida 32301
 City/State/Zip Phone #
 224-7000

Office Use Only

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

1. Drummond Financial Services, Inc.
 (Corporation Name) (Document #)
2. _____
 (Corporation Name) (Document #)
3. _____
 (Corporation Name) (Document #)
4. _____
 (Corporation Name) (Document #)

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- Walk in Pick up time 4:00 Certified Copy
 Mail out Will wait Photocopy Certificate of State

FILED
 98 FEB 18 PM 2:10
 TALLAHASSEE, FLORIDA
 SECRETARY OF STATE

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Dme
 2-18-98

RECEIVED
 98 FEB 18 PM 1:00
 DIVISION OF CORPORATION

Examiner's Initials

ARTICLES OF INCORPORATION
OF
DRUMMOND FINANCIAL SERVICES, INC.

FILED

98 FEB 18 PM 2:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of DRUMMOND FINANCIAL SERVICES, INC., under Chapter 607, Florida Statutes, the Florida Business Corporation Act ("Act"), adopts the following Articles of Incorporation.

ARTICLE I. NAME

The name of the corporation is:

DRUMMOND FINANCIAL SERVICES, INC.

ARTICLE II. ADDRESS

The mailing address of the corporation is:

1627 N. Young Blvd.
Chiefland, Florida 32626

ARTICLE III. COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence at 8:00 A.M. on the date of filing of these Articles of Incorporation.

ARTICLE IV. PURPOSE

The corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida, including but not limited to the activities typically engaged in by an insurance agency.

ARTICLE V. AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 10,000 shares of common stock having a par value of \$.01 per share.

ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 701 Brickell Avenue, Suite 3000, Miami, Florida 33131 and the name of the corporation's initial registered agent at that address is Intrastate Registered Agent Corporation.

ARTICLE VII. INITIAL BOARD OF DIRECTORS

The corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director is:

<u>Name</u>	<u>Address</u>
Luther Drummond	1627 North Young Blvd. Chiefland, FL 32626
David Claussen	1627 North Young Blvd. Chiefland, FL 32626

ARTICLE VIII. DIRECTOR LIABILITY

A director of the corporation shall not be personally liable to the corporation or its shareholders for monetary damages for breach of his duty of care or other duty as a director by reason of any act or omission occurring subsequent to the effective date of this provision, except for liability (i) for any appropriation, in violation of his duties, of any business opportunity of the corporation; (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law; (iii) for the types of liability set forth in Section 607.0831 of the Act; or (iv) for any transaction from which the director derives an improper personal benefit. If the Act is amended to authorize corporate action further limiting the personal liability of directors, then the liability of a director of the corporation shall be limited to the fullest extent permitted by the Act, as so amended. Any repeal or modification of this Article by the shareholders of the corporation shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

In discharging his duty, any director, when acting in good faith, may rely upon information, opinions, reports, or statements, including financial statements and other financial data, in each case prepared or presented by (i) one or more officers or employees of the corporation whom the director reasonably believes to be reliable and competent in the matters presented, (ii) counsel, public accountants, or other persons as to matters that the director believes to be within that person's professional or expert competence, or (iii) a committee of the board of directors upon which he does not serve, duly designated according to law, as to matters within its designated authority, if the director reasonably believes that the committee is competent.

ARTICLE IX. INCORPORATOR

The name and street address of the incorporator is:

<u>Name</u>	<u>Address</u>
Charles L. Stutts, Esq. Holland & Knight LLP	#2300, NationsBank Plaza 400 North Ashley Drive Tampa, FL 33602

The incorporator of the corporation assigns to this corporation his rights under Section 607.0201, Florida Statutes, to constitute a corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE X. BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw

adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XI. INDEMNIFICATION

A. Each person who is or was a director or officer of the corporation, and each person who is or was a director or officer of the corporation who at the request of the corporation is serving or has served as an officer, director, partner, joint venturer or trustee of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by the corporation against those expenses (and the corporation may pay or reimburse expenses incurred by such person as a party to a proceeding in advance of final disposition of the proceeding if such person executes a written undertaking to repay such advances if it is ultimately determined that he is not entitled to indemnification under this Article or otherwise) (including attorneys' fees up to and through any final appeal), judgments, fines and amounts paid in settlement which are allowed to be paid or reimbursed by the corporation under the laws of the State of Florida and which are actually and reasonably incurred in connection with any action, suit or proceeding, pending or threatened, whether civil, criminal, administrative or investigative, in which such person may be involved by reason of his being or having been a director or officer of this corporation or of such other enterprises. Such indemnification shall be made only in accordance with the laws of the State of Florida and subject to the conditions prescribed therein.

B. In any instance where the laws of the State of Florida permit indemnification to be provided to persons who are or have been an officer or director of the corporation or who are or have been an officer, director, partner, joint venturer or trustee of any such other enterprise only on a determination that certain specified standards of conduct have been met, upon application for indemnification by any such person, the corporation shall promptly cause such determination to be made (i) by the Board of Directors by majority vote of a quorum consisting of directors not at the time parties to the proceeding; (ii) if a quorum cannot be obtained, then by majority vote of a committee duly designated by the Board of Directors, consisting solely of two (2) or more directors not at the time parties to the proceeding; (iii) by special legal counsel selected by the Board of Directors or its committee in the manner prescribed in (i) or (ii), or if a quorum of the Board of Directors cannot be obtained under (i) and a committee cannot be designated under (ii), selected by majority vote of the full Board of Directors (in which selection directors who are parties to the proceeding participate); or (iv) by the shareholders, but shares owned or voted under the control of directors who are at the time parties to the proceeding may not be voted on the determination.

C. As a condition to any such right of indemnification, the corporation may require that it be permitted to participate in the defense of any such action or proceeding through legal counsel designated by the corporation and at the expense of the corporation.

D. The corporation may purchase and maintain insurance on behalf of any such officers and directors whether or not the corporation would have the power to indemnify such officers and directors against any liability under the laws of the State of Florida.

E. The indemnification and advancement of expenses provided in this Article shall not be deemed exclusive of any other rights, in respect to indemnification or otherwise, to which the persons seeking indemnification or advancement of expenses may be entitled under any bylaws, resolution, agreement, statute or otherwise.

F. The rights to indemnification and advancement of expenses provided by this Article shall be deemed a contract between the corporation and each such person and any modification or repeal of this Article shall not affect any right or obligation then existing with respect to any stated fact then or previously existing, or any action or proceeding previously or thereafter brought or threatened based in whole or in part on any such state of facts. Such contract right may not be modified or repealed without consent of each such person. The rights to indemnification and advancement of expenses provided by this Article shall continue to a person entitled to indemnification hereunder who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors or administrators of each such person.

G. Notwithstanding anything contained herein to the contrary, this Article is intended to provide indemnification to each director and officer of the corporation to the fullest extent authorized by the Act, as the same exists or may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader rights than said statute permitted the corporation to provide prior thereto).

ARTICLE XII. AMENDMENTS

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation this 10th day of February, 1998.



Charles L. Stutts, Incorporator

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

FILED
98 FEB 18 PM 2:10
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That DRUMMOND FINANCIAL SERVICES, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles Incorporation, at 701 Brickell Avenue, Suite 3000, Miami, Florida 33131, has named Intrastate Registered Agent Corporation as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of Chapter 607, Florida Statutes, the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

INTRASTATE REGISTERED AGENT CORPORATION



By: Robert J. Grammig Vice President