

P 9800020925

Pam Winans
Requestor's Name

Rt. 3, Box 4070
Address

Havana, FL 32333 *539-8842*
City/State/Zip Phone #

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

1. *Winans Management Company, Inc.*
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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 Certified Copy
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 Certificate of Status

NEW FILINGS	
<input checked="" 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

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 DIVISION OF CORPORATIONS
 AND BUSINESS REGULATION

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Examiner's Initials	
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

WINANS MANAGEMENT COMPANY, INC.

The undersigned subscriber(s) to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation under the laws of the State of Florida.

ARTICLE I

The name of this corporation is WINANS MANAGEMENT COMPANY, INC.

ARTICLE II

Nature of the Business

The general nature of the business to be transacted by this corporation is;

(a) To conduct the business of management and consulting to medical providers, sale and rental of durable medical equipment and supplies, and other such general purpose the Board may authorize in the United States, its possessions or territories, and all foreign countries and to do everything necessary, convenient or useful in furtherance of said business.

(b) To conduct and transact a general real estate agency and brokerage business, including renting and managing of estates; to act as agent, broker, or attorney in fact for any person or corporation in buying, selling, and dealing in real estate and real property, and any interest and estates therein, and mortgages and liens thereon, on commission; to make or obtain loans upon such property, and to supervise, manage, and protect such property and all loans, interest in,

mortgages and liens thereon, and claims affecting the same; to buy, sell, convey, develop, mortgage, exchange, lease, let, hold for investment or otherwise, use and operate, real estate of all kinds, improved or unimproved, and any right or interest therein; for itself or as agent or correspondent for others, to deal in stocks, bonds, commercial paper, mortgages, and other securities, to manage estates and properties, and to conduct a general real estate and rental business, including the buying, leasing, improving and dealing in lands and tenements, and the construction and selling of houses and buildings; to acquire by purchase, lease or otherwise, and to improve and develop real property. To erect dwellings, apartment houses, and other buildings, private or public, of all kinds, and to sell or rent the same. To lay out, grade, pave, and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds.

(c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and foreign countries; to contract debts and borrow money, issue and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payments of corporate indebtedness as required.

(d) To purpose the corporate assets of any other corporation and engage in the same of other character of business, to guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by, and other corporation of the State of

Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(e) To manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, fraternal benefit society, or state fair.

(f) To purchase, hold, sell and reissue the shares of its own capital stock.

(g) To elect officers, appoint agents, define their duties and fix their compensation.

(h) To make by-laws not inconsistent with the laws of the State of Florida for the administration of the business and interests of such corporation.

(I) To conduct business in this State, or other states, the District of Columbia, the territories, possessions and dependencies of United States and in foreign countries and to have one or more offices out of this state, and to hold, purchase, mortgage, and convey real and personal property outside of this state necessary and requisite to carry out the objects of the corporation.

ARTICLE III

Capital Stock

The maximum number of shares of stock that this corporation is authorized to have

outstanding at any one time is 5,000 shares of common stock having a nominal or par value of \$10.00 per share. Said stock may, among other methods, be paid for in money, property, labor or services at a just valuation to be fixed by the Board of Directors for said labor, property or services.

Any stockholder desiring to sell, assign, convey, or transfer such stock owned by him, or them, shall first offer it to the existing corporation shareholders for purchase by said shareholders for the bona fide price the selling shareholder shall have obtained from any outside party and said shareholders shall each have the option of purchasing the pro rata share of said offered stock upon the basis of their pro rata stockholding of the stock of the corporation. Any stock not so purchased by the existing corporate shareholders shall next be offered to the corporation for purchase through the Board of Directors in the same manner. If the Board of Directors shall not purchase said stock, then it may be freely sold to any outside third party. This limitation upon sale of stock shall not prohibit the transfer of stock by devise or inheritance.

ARTICLE IV

Initial Capital

The amount of capital with which this corporation will begin business is in excess of \$500.00.

ARTICLE V

Term of Existence

This corporation is to exist perpetually.

ARTICLE VI

Address

The street address in this state of the principal office of this corporation is 925 Timber Run, Havana, Florida.

ARTICLE VII

High Shareholder Vote Requirement

The presence of 65% of the corporation shareholders shall be necessary at any meeting to constitute a quorum to transact business. The act of 65% of the corporation's shareholders shall be necessary to constitute a legal act of the shareholders. The immediately foregoing quorum requirement and high vote requirement shall not be changed, altered, or amended in any way unless consented by all the corporation shareholders.

ARTICLE VIII

Directors

This corporation shall have three Directors, initially, but the number of Directors may be increased or diminished from time to time by by-laws adopted by the stockholders but shall never be less than three.

ARTICLE IX

Initial Directors

The names and street addresses of the members of the first Board of Directors, who, unless otherwise provided by the Articles of Incorporation or the by-laws, shall hold office for the

first year of existence of the corporation or until their successors are elected or appointed and have qualified, are:

<u>NAME</u>	<u>STREET ADDRESS</u>
Pam Winans	925 Timber Run Havana, Florida 32333
Patricia W. Rutledge	3902 Harborwind Court Destin, Florida 32541
Tina A. Sims	4490 Clipper Cove Destin, Florida 32541

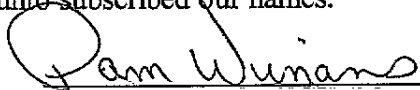
ARTICLE X

Subscribers

The name and street address of each person signing the Articles of Incorporation as a subscriber is:

<u>NAME</u>	<u>STREET ADDRESS</u>
Pam Winans	925 Timber Run Havana, Florida 32333

IN WITNESS WHEREOF, we have hereunto subscribed our names.

 _____

STATE OF FLORIDA

COUNTY OF GADSDEN

I HEREBY CERTIFY, that on this day, before me, an officer duly authorized in the State of Florida aforesaid and in the County aforesaid to take acknowledgements, personally appeared



Expires Aug. 23, 1998
Bonded by NFNU
800-224-6398

PAM WINANS, to me known to be the person described in and who executed the foregoing instrument and she acknowledged before me that she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 5th day of March, A. D. 1998.

Joan M Dawson

Notary Public

My commission expires: _____

(Official Seal)



JOAN M DAWSON
My Commission CC402572
Expires Aug. 23, 1998
Bonded by NFNU
800-224-6398

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

FILED

MAR -5 AM 9:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is Winans Management Company, Inc.
925 Timber Run, Havana, FL 32333

2. The name and address of the registered agent and office is:

Dam Winans
(NAME)

925 Timber Run
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Havana, FL 32333
(CITY/STATE/ZIP)

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.


(SIGNATURE)

3-5-98
(DATE)