

P9800021585

FILING COVER SHEET

REFERENCE: 0182.  
DATE: 3-6-98  
CONTACT: CINDY HICKS  
FROM: CORPORATE & CRIMINAL RESEARCH SERVICES  
103 N. MERIDIAN STREET  
TALLAHASSEE, FL 32301  
TELEPHONE: 222-1173  
SUBJECT: Donnelly, Inc

STATE FEES PREPAID WITH CHECK # FOR \$

PLEASE FILE:

☒ ARTICLES OF INC. ( ) AMENDMENT ( ) DISSOLUTION ( ) ANNUAL REPORT  
( ) QUALIFICATION ( ) LIMITED PARTNERSHIP ( ) ANNUAL REPORT  
( ) FICTITIOUS NAME ( ) LIMITED LIABILITY ( ) REINSTATEMENT  
( ) UCC-1 ( ) UCC-3

PROVIDE US WITH:

( ) CERTIFIED COPY ☒ CERTIFICATE OF STATUS ☒ STAMPED COPY

Examiner's Initials

Talked w Cindy Sunday letter from allot.

NEED today if possible

FILED  
98 MAR -6 PM 3:16  
RECEIVED  
98 MAR -6 PM 12:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
DIVISION OF CORPORATION

000002449360-3  
03/06/98-01062-020  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

P98-21585

**McGUIRE WOODS  
BATTLE & BOOTHE LLP**

3300 Barnert Center  
50 North Laura Street  
Post Office Box 4099  
Jacksonville, Florida 32201-4099  
Telephone (904) 354-1100 • Fax (904) 798-2698

March 13, 1998

Florida Department of State  
Division of Corporations  
P. O. Box 1300  
Tallahassee, FL 32302-1300

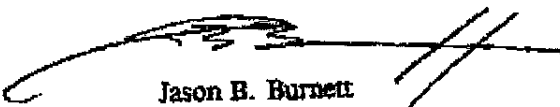
Re: Donnelly, Inc.  
Document No. P98000021585

Dear Sir or Madam:

On behalf of the above entity, this letter shall serve as confirmation that the Florida Secretary of State advised Donnelly, Inc. of an active corporation located in Lake Worth, Florida with a similar name (Donnelly Companies, Inc.). Donnelly, Inc. is aware that if any problems should arise regarding corporate name confusion, the Florida Department of State is not responsible.

Please retain this letter in your files. If you have any questions, please do not hesitate to contact this firm.

Very truly yours,

  
Jason B. Burnett

cc: Donnelly, Inc.  
a:\corp\burnett\donnelly\corpnamec.sps

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ARTICLES OF INCORPORATION  
OF  
DONNELLY, INC.

FILED  
98 MAR -6 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I

Name and Duration

The name of the Corporation shall be Donnelly, Inc. The duration of the Corporation is perpetual. The effective date upon which this Corporation shall come into existence shall be the date these Articles are filed by the Secretary of State.

ARTICLE II

Principal Office

The address of the principal office of the Corporation in the State of Florida is 561 Lagoon Oaks Drive, in the City of Panama City Beach, County of Bay.

ARTICLE III

Registered Office and Agent

The address of the initial registered office in the State of Florida is 103 North Meridian Street, Lower Level, in the City of Tallahassee, County of Leon. The name of the initial registered agent at such address is CORPDIRECT AGENTS.

Prepared by Jaime A. Frias, Esq.  
McGuire Woods Battle & Boothe LLP  
P. O. Box 4099  
Jacksonville, FL 32201  
(904) 798-3294  
Attorney No. 0879479

#### ARTICLE IV

##### Corporate Purposes, Powers and Rights

1. The nature of the business to be conducted or promoted and the purposes of the Corporation are to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

2. In furtherance of its corporate purposes, the Corporation shall have all of the general and specific powers and rights granted to and conferred on a corporation by the Florida Business Corporation Act.

#### ARTICLE V

##### Capital Stock

1. The total number of shares of capital stock which the Corporation has the authority to issue is Ten Thousand (10,000) shares of Common Stock ("Common Stock") \$.01 par value per share.

#### ARTICLE VI

##### Incorporator

The name and street address of the incorporator to these Articles of Incorporation is:

##### Name

##### Address

CorpDirect Agents

103 North Meridian Street  
Lower Level  
Tallahassee, FL 32301

#### ARTICLE VII

##### Board of Directors

1. The number of members of the Board of Directors may be increased or decreased from time to time as provided in the Bylaws; provided, however, there shall never be less than one. Each director shall serve until the next annual meeting of shareholders.

2. If any vacancy occurs in the Board of Directors during a term, the remaining directors, by affirmative vote of a majority thereof, may elect a director to fill the vacancy until the next annual meeting of shareholders.

3. The names and mailing addresses of the persons who shall serve as directors of the Corporation until the first annual meeting of the shareholders are as follows:

<u>Name</u>	<u>Address</u>
Corey M. Donnelly	561 Lagoon Oaks Drive Panama City Beach, FL 32408
Wayne C. Johnson	360 13th Avenue North Jacksonville Beach, FL 32250

#### ARTICLE VIII

##### Amendment

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

#### ARTICLE IX

##### Bylaws

The power to adopt, amend or repeal bylaws for the management of this Corporation shall be vested in the Board of Directors or the shareholders, but the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the Board of Directors.

#### ARTICLE X

##### Indemnification

The Corporation shall indemnify any incorporator, officer or director, or any former incorporator, officer or director, to the full extent permitted by law.

ARTICLE XI

Transfer of Shares

If, from time to time, a shareholders' agreement among all of the shareholders of the Corporation is in effect regarding the Subchapter S status of the Corporation pursuant to the Internal Revenue Code of the United States in effect from time to time, then transfers of the Corporation's Common Stock made not in accordance with such agreement, whether by operation of law or otherwise, are null and void ab initio.

The undersigned incorporator has executed these Articles of Incorporation this 6th day of March, 1998.

CORPDIRECT AGENTS

By: \_\_\_\_\_

*Cynthia Hicks*

Cynthia Hicks

REGISTERED AGENT CERTIFICATE

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

CorpDirect Agents  
103 North Meridian Street  
Lower Level  
Tallahassee, Florida 32301

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.

CORPDIRECT AGENTS

By: Cynthia Hicks  
Cynthia Hicks

DATED: 3/6/98

FILED  
98 MAR -6 PM 3:16  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA