

P98000030810

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SMIS

of Florida, Inc.

100002443181--8
-02/27/98--01108--019
***122.50 ***122.50

Date: 02/26/98
To: Secretary of State, Florida
From: Irvin "Skip" Wolf, III
RE: Articles of Incorporation - SMIS of Florida, Inc.

VIA OVERNIGHT UPS

Dear Sir or Madam:

Enclosed please find the executed and notarized proposed "Articles of Incorporation" for our firm. Two original copies have been included along with a check in the amount of \$122.50 made payable to the Florida Department of State.

Please advise if additional information is needed.

Thank you for your assistance and cooperation in this matter.

Sincerely,


Irvin "Skip" Wolf, III

cc: Rick L. Thomas, Chief Legal Officer

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 APR -3 AM 10:13



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

March 2, 1998

IRVIN "SKIP" WOLF, III
P.O. BOX 58058
JACKSONVILLE, FL 32241-8058

SUBJECT: SMIS OF FLORIDA, INC.
Ref. Number: W98000004524

We have received your document for SMIS OF FLORIDA, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The registered agent must have a Florida street address. A post office box is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 798A00011366

ARTICLES OF INCORPORATION

98 APR -3 AM 10:13

FOR

SMIS OF FLORIDA, INC.

The undersigned, acting as the incorporator of a corporation organized under and pursuant to the provisions of the Florida Business Corporations Act and all other acts amendatory thereof and supplemental thereto, states as follows:

ARTICLE 1 - NAME

The name of the Corporation is SMIS of Florida, Inc.

ARTICLE 2 - DURATION

The duration of the Corporation is perpetual.

ARTICLE 3 - PURPOSES

The purposes for which the Corporation is organized is for: the transaction of any and all lawful business for which Corporations may be incorporated under the Florida Statutes and specifically the Florida Business Corporation Act ("FBCA").

ARTICLE 4 - SHARES

The aggregate number of shares which the Corporation shall have the authority to issue One Thousand (1,000) Shares of common stock, \$1.00 par value.

All series of stock, or any part thereof, may be redeemed by the Corporation at the time or times, to the extent and at an amount determined by the Board of Directors, and upon such other terms as determined by the Board of Directors not inconsistent with the Florida Statutes and the FBCA.

ARTICLE 5 - ADDRESS

The address of the principal office of the Corporation is 3810-2 Williamsburg Park Boulevard, Jacksonville, Florida 32257. The mailing address of the initial registered office of the Corporation is 3810-2 Williamsburg Boulevard, Jacksonville, Florida 32257, and the initial registered agent at such addresses is Irvin "Skip" Wolf, III.

ARTICLE 6 - INITIAL BOARD OF DIRECTORS

The initial Board of Directors consisting of seven (7) Directors, who shall serve until the first annual meeting of shareholders or until his or her successors are elected is as follows:

<u>Name</u>	<u>Address</u>
James H. Godfrey, Jr.	2 Riverchase Office Plaza Suite 208 Birmingham, Alabama 32544
David F. Barringer	2 Riverchase Office Plaza Suite 208 Birmingham, Alabama 32544
Phillip S. McCrorie	167 East Main Street Suite 210 Lexington, Kentucky 40507
Rick L. Thomas	167 East Main Street Suite 210 Lexington, Kentucky 40507
Irvin "Skip" Wolf, III	3810-2 Williamsburg Park Boulevard Jacksonville, Florida 32257
P. Clinton Winter	213 Main Street Logan, West Virginia 25601
Mary Ruth Payne	3810-2 Williamsburg Park Boulevard Jacksonville, Florida 32257

Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in, its Bylaws.

ARTICLE 7 - BYLAWS

The Board of Directors may make, alter, and repeal the Bylaws of the Corporation except any Bylaw the control over which is vested in the shareholders entitled to vote under the provisions of the Florida Statutes and the FBCA. The Bylaws shall be subject to repeal or change by the shareholders.

ARTICLE 8 - STOCK AGREEMENTS AND PREEMPTIVE RIGHTS

The Board of Directors may enter into agreements with shareholders, establish Corporation stock redemption agreements, and/or establish stock, purchase agreements, for the purpose of restricting the transfer or sale of shares of stock in order to preserve the closely held nature, the continuity and stability of management and control of the Corporation's affairs. Except as provided for in such agreements, shareholders shall not have preemptive rights to acquire additional unissued or treasury shares issued by the Corporation.

ARTICLE 9 - RIGHT OF CORRECTION TO ACQUIRE AND DISPOSE OF ITS OWN SHARES

The Corporation shall have the right to purchase its own shares to the extent of unreserved and unrestricted earned surplus and capital surplus available therefore.

ARTICLE 10 - DISTRIBUTIONS FROM CAPITAL SURPLUS

The Board of Directors may, from time to time, distribute to its shareholders out of capital surplus of the Corporation, a portion of its assets, in cash or property. Such distributions may be authorized by a majority vote of the Board of Directors.

ARTICLE 11 - PERSONAL LIABILITY OF DIRECTORS

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any act or omission constituting a breach of his or her duty as a director, unless such act or omission (i) relates to a transaction in which the director has a personal financial interest which is in conflict with the financial interests of the Corporation or its shareholders; (ii) is not in good faith or involves intentional misconduct or is known to the director to be a violation of law; (iii) is a vote for or assent to an unlawful distribution to shareholders as prohibited under Florida Statutes; or (iv) relates to a transaction from which the director derives an improper personal benefit.

If the FBCA is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended, and without the necessity of further shareholder action in respect thereof.

Any repeal or modification of this Article 11 by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE 12 - PRIVATE PROPERTY OF SHAREHOLDERS HELD SEPARATE

The private property of the shareholders of the Corporation shall not be subject to the payment of the debts or liabilities of the Corporation to any extent whatsoever.

ARTICLE 13 - AMENDMENT OF ARTICLES

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

ARTICLE 14 - INCORPORATOR

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Irvin "Skip" Wolf, III	3810-2 Williamsburg Park Boulevard Jacksonville, Florida 32257

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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Executed in triplicate originals, on this the 2 th day of April, 1998.

Irvin "Skip" Wolf, III
Irvin "Skip" Wolf, III

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.

Irvin "Skip" Wolf, III
Irvin "Skip" Wolf, III

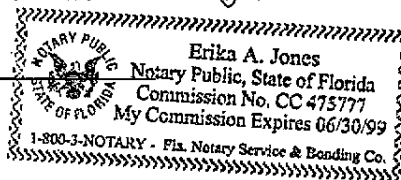
Dated: April 2, 1998

STATE OF FLORIDA)
)
COUNTY OF Duval)

SUBSCRIBED AND SWORN TO before me by, Irvin Wolf III, on this the
2nd day of April, 1998.

Erika A. Jones
NOTARY PUBLIC

My Commission Expires: _____



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Personally Known ☐ OR Produced Identification ☒
Type of I.D. Produced Fl. Dr. License