



ACCOUNT NO. : 072100000032

REFERENCE : 785477 150067A

AUTHORIZATION :

*Patricia Pizut*

COST LIMIT : \$ 122.50

ORDER DATE : April 17, 1998

ORDER TIME : 9:46 AM

ORDER NO. : 785477-005

CUSTOMER NO: 150067A

CUSTOMER: Paul M. Sills, Esq  
SIDNEY L. VIHLEN, III, P.A.

Suite C  
1173 Spring Centre South Blvd.  
Altamonte Sprin, FL 32714

400002492424--9

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 1:52

DOMESTIC FILING

NAME: RAND YARD RAILWAY DEVELOPMENT,  
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Christopher Smith

EXAMINER'S INITIALS:

RECEIVED  
98 APR 17 PM 1:24  
DIVISION OF CORPORATIONS  
4/17/98

**ARTICLES OF INCORPORATION**

**OF**

**RAND YARD RAILWAY DEVELOPMENT, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 1:52

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

**ARTICLE I**  
**CORPORATE NAME**

The name of this corporation is:

**RAND YARD RAILWAY DEVELOPMENT, INC.**

**ARTICLE II**  
**CORPORATE EXISTENCE**

This Corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation.

**ARTICLE III**  
**PURPOSES**

This Corporation is formed for the purposes of engaging in any general business and business related activities as are permitted under the laws of the State of Florida and the United States, including, without limitation, the development, management, and sale of real property.

**ARTICLE IV**  
**CAPITAL STOCK**

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 100,000 shares of common stock with no par value. All or any part of said stock of this Corporation may be paid for wholly, or in part, by cash, or by the purchase of property, patents, contracts, labor or services at a just valuation to be fixed by the

Board of Directors of this Corporation at any regular or special meeting and any and all shares so issued shall be fully paid and nonassessable.

**ARTICLE V**  
**INITIAL OFFICE**

The initial street address of the principal office of this corporation in the State of Florida is 204 North Park Avenue, Suite 200, Sanford, Florida 32771. The Directors may from time to time, move the principal office to any other address in the State of Florida. The Corporation shall have the privilege of having one or more branch offices at other places within the State of Florida or outside the State of Florida as may be deemed necessary and be designated from time to time by the Board of Directors of this Corporation.

**ARTICLE VI**  
**PREEMPTIVE RIGHTS**

Every shareholder, upon the sale of any new stock of this Corporation of any kind, class or series, shall have the right to purchase his/her pro rata share thereof (as nearly as may be done without issuance of fractional shares) for the price at which it is offered to others.

**ARTICLE VII**  
**INITIAL BOARD OF DIRECTORS**

This Corporation shall have two (2) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws adopted by the stockholders, but shall never be less than one. The initial Board of Directors shall consist of the following:

**TODD N. PEMBERTON.....DIRECTOR**

**SID VIHLEN, JR.....DIRECTOR**

**ARTICLE VIII**  
**OFFICERS**

The initial Officers, consisting of a president, vice-president, secretary and treasurer,

shall be elected at the organizational meeting of the Board Directors and shall serve until the first annual meeting of the Board of Directors to be held immediately following the first annual meeting of the stockholders of the Corporation. Thereafter, the Officers shall be elected by the Board of Directors at each annual meeting of the Board of Directors to be held immediately following each annual meeting of the stockholders of the Corporation. New offices may be created, and appointments may be made therefor, and any office that may become vacant may be filled by the Board of Directors of the Corporation at any regular meeting or at any special meeting called for that purpose. The duties of the Officers of the Corporation shall be prescribed by the By-Laws.

#### **ARTICLE IX**

##### **INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1173 Spring Centre South Boulevard, Suite C, Altamonte Springs, Florida 32716; and the name of the initial registered agent of this Corporation at that address is **SIDNEY L. VIHLEN, III**.

#### **ARTICLE X**

##### **AMENDMENTS**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, unless all Directors sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

#### **ARTICLE XI**

##### **INDEMNIFICATION**

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

**ARTICLE XII  
INCORPORATOR**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 APR 17 PM 1:52

The name and street address of the person signing these Articles of Incorporation is:

SIDNEY L. VIHLEN, III  
1173 Spring Centre South Boulevard  
Altamonte Springs, Florida 32716

IN WITNESS WHEREOF, the undersigned has made and subscribed these Articles of Incorporation for the uses and purposes aforesaid on this 16<sup>th</sup> day of April, 1998.

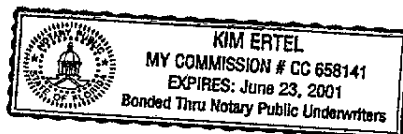
  
SIDNEY L. VIHLEN, III  
Incorporator

STATE OF FLORIDA       }  
COUNTY OF SEMINOLE   }

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take oaths and acknowledgements, personally appeared **SIDNEY L. VIHLEN, III**, who is either personally known by me, or who produced a Florida Driver's License as identification, and who, after being duly sworn, acknowledged to me that he executed the foregoing Articles of Incorporation for the purposes therein expressed.

WITNESS my hand and official seal in the County and State last aforesaid on this the 16<sup>th</sup> day of April, 1998.

(SEAL)



  
Notary Public, State of Florida

**ACCEPTANCE BY REGISTERED AGENT**

The undersigned hereby accepts the appointment as Registered Agent of **RAND YARD RAILWAY DEVELOPMENT, INC.**, which is contained in the foregoing Articles of Incorporation.

  
SIDNEY L. VIHLEN, III  
Registered Agent