

P98000042157

LAW OFFICES

SCRUGGS & CARMICHAEL, P.A.

ONE S.E. FIRST AVENUE, 32601  
POST OFFICE BOX 23109 32602  
GAINESVILLE, FLORIDA

FAX (352) 375-0690  
TELEPHONE (352) 376-5242

JAMES G. LARCHE, JR.  
JOHN F. ROSCOW III  
STAN CUSHMAN\*  
FRANK P. SAIER  
PHILIP A. DELANEY  
MITZI COCKRELL AUSTIN\*†  
JOHN G. STINSON  
STEVEN M. CHAMBERLAIN, LL.M.  
KEVIN DALY  
RAYMOND M. IVEY  
MARY DAY COKERT  
JEFFREY R. DOLLINGER  
JEFFERSON M. BRASWELL

\*CERTIFIED MARITAL & FAMILY LAW  
†CERTIFIED FAMILY MEDIATOR  
‡CERTIFIED CIVIL MEDIATOR

MILLHOPPER OFFICE:  
3426 N.W. 43RD STREET  
SUITE B  
GAINESVILLE, FLORIDA 32606  
FAX (352) 378-9326  
TELEPHONE (352) 376-5242

☒ REPLY  
DOWNTOWN

☐ REPLY  
MILLHOPPER OFFICE  
May 6, 1998

SIGSBEE L. SCRUGGS  
1898-1963

PARKS M. CARMICHAEL  
1909-1994

WILLIAM D. PRIDGEON  
1933-1980

MICHELLE VAUGHNS  
1946-1982

RETIRED

RAY D. HELPLING  
WILLIAM N. LONG

OF COUNSEL

WILLIAM C. ANDREWS

Division of Corporations  
Department of State  
P.O. Box 6327  
Tallahassee, FL 32314

500002515165--0

-05/07/98--01053--008

\*\*\*\*\*70.00 \*\*\*\*\*70.00

Gentlemen:

Enclosed are the original Articles of Incorporation of WILL ANDREWS, INC., together with a check in the amount of \$70.00 for the filing fee and Registered Agent Designation.

Also enclosed is the original Certificate of Limited Partnership of O'Berry Grove, Ltd. with attached Affidavit of Capital Contributions of O'Berry Grove, Ltd., together with a check in the amount of \$1,785.00 for the filing fee.

Sincerely,

*William C. Andrews*  
William C. Andrews

WCA:ct

Enclosures

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -7 AM 9:02

PP  
05/11/98

98 MAY -7 AM 9:02

Articles of Incorporation  
of  
WILL ANDREWS, INC.

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

ARTICLE I - NAME

The name of the corporation is WILL ANDREWS, INC.

ARTICLE II - NATURE OF BUSINESS

The purpose of this corporation is to operate a general business.

ARTICLE III - CAPITAL SHARE

The maximum number of shares of stock that the corporation is authorized to have outstanding at any time is One Thousand (1,000) at One (\$1.00) Dollars per share. Each share of stock shall be entitled to one vote.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

ARTICLE IV - INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of the corporation shall be at 8321 Margarita Drive, Orlando, FL 32817 and the initial registered agent at such address shall be William C. Andrews, Jr.

ARTICLE V - TERM OF EXISTENCE

This corporation shall have perpetual existence.

ARTICLE VI - ADDRESS

The initial street address of the principal office of the corporation is to be at 8321 Margarita Drive, Orlando, Florida 32817. The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VII - DIRECTORS

Directors shall be elected by the shareholders of the corporation in the manner and for the term provided in the bylaws of the corporation. The corporation shall have one Director initially. The number of directors may be increased or decreased as provided in the bylaws.

ARTICLE VIII - INITIAL DIRECTOR

The name and street address of the initial director, who shall hold office until her/his successor is elected and has qualified, is as follows:

<u>Name</u>	<u>Address</u>
William C. Andrews, Jr.	8321 Margarita Drive Orlando, FL 32817

ARTICLE IX - SUBSCRIBERS

The names and residence addresses of the subscribers of these Articles of Incorporation, the number of shares of stock each agrees to take and the value of the consideration therefor are as follows:

<u>Name</u>	<u>Address</u>	<u>Shares</u>	<u>Cost</u>
William C. Andrews, Jr.	8321 Margarita Dr. Orlando, FL 32817	500	\$500.00

The subscribers certify that the value of the consideration for the stock subscribed for will not be less than the par value of such stock.

#### ARTICLE X - CONDUCT OF BUSINESS

In furtherance and not in limitation of the powers conferred by statutes, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

(a) Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth in the Bylaws, the board of directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

(b) Authorized shares of par value stock may be issued only for a consideration having value, in the judgment of the Board of Directors, at least equivalent to the full par value of such par value stock to be issued.

(c) The initial Bylaws may be adopted by the subscribers hereto. Such Bylaws may be amended, altered or repealed only by

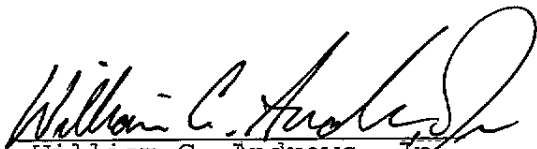
the stockholders of the corporation by an affirmative vote of the holders of a majority of the common stock present and entitled to vote. No such Bylaw shall be in conflict with these Articles of Incorporation or with any outstanding prior agreements of the stockholders, which appear, of record in the minute book or other records of the corporation.

(d) The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such time and shall have such powers and duties as may be prescribed by the Bylaws, or as may be determined from time to time by the Board of Directors subject to the Bylaws.

#### ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.


IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 14<sup>th</sup> day of April 2008, 1998.

  
William C. Andrews, Jr.

STATE OF FLORIDA  
COUNTY OF ORANGE

Before me personally appeared William C. Andrews, Jr., to me well known and known to me to be the individual described in and who executed the foregoing Articles of Incorporation, and acknowledged before me that she/he executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named above this 28 day of April, 1998.

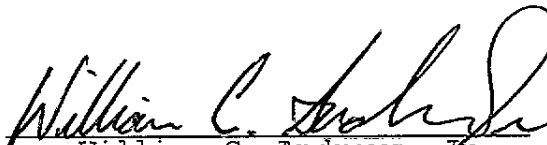
  
Notary Public, State of  
Florida at Large  
My commission expires:



Colleen M Riddle  
My Commission CC572722  
Expires Sep, 07, 2000

ACCEPTANCE OF REGISTERED AGENT

I hereby accept the designation as the registered agent of  
Will Andrews, Inc.

  
William C. Andrews, Jr.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY -7 AM 9:02