

JOHN D. CASSELS, JR.  
LAURA ANN McCALL

LAW OFFICE OF  
**CASSELS & McCALL**

POST OFFICE BOX 968 • 400 NW 2ND STREET • OKEECHOBEE, FLORIDA 34973 • TELEPHONE 941-763-3131 • FACSIMILE 941-763-1031

May 20, 1998

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-05/26/98--01063--018  
\*\*\*\*122.50 \*\*\*\*122.50

Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

Re: ZACHARY, INC.  
Our File No: 98-7963

Dear Sir/Madam:

You will find enclosed herewith an *original* executed Articles of Incorporation for ZACHARY, INC., along with a copy of same. Also enclosed is our firms's check in the amount of \$122.50 to cover the following:

Filing Fee of Articles	\$35.00
Certified Copy of Articles	\$52.50
Certificate Designating Resident Agent	\$35.00

Please return the certified copy of the Articles, together with your Certification of Incorporation at your earliest convenience.

With kindest regards, I am

Sincerely,

  
JOHN D. CASSELS, JR.  
JDC/sko

Enclosures: As stated.

cc: Zachary White

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAY 26 AM 8:58

**ARTICLES OF INCORPORATION**

**OF**

**ZACHARY, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

98 MAY 26 AM 8:59

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of this corporation is ZACHARY, INC.

**ARTICLE II**

The duration of the Corporation is perpetual.

**ARTICLE III**

The general purposes for which the Corporation is organized are:

1. To such extent as a corporation organized under the Business Corporation Law of this state may now or hereafter lawfully do, to do, either as principal or agent and either alone or in connection with other corporations, firms, or individuals, all and everything necessary, suitable, convenient, or proper for, or in connection with, or incident to, the accomplishment of any of the purposes or the attainment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this Corporation or to enhance the value of its properties; and in general to do any and all things and exercise any and all powers, rights, and privileges which a corporation may now or hereafter be organized to do or to exercise under the Business Corporation Law of this state or under any act amendatory thereof, supplemental thereto, or substituted therefor.
2. To do such other things that are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

**ARTICLE IV**

The aggregate number of shares which the corporation is authorized to issue is ONE THOUSAND (1000). Such shares shall be of a single class, and shall have \$1.00 par value.

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

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) persons.

#### ARTICLE V

The address of the initial registered office of the Corporation is: 2987 NW 35<sup>TH</sup> Drive, Okeechobee, Florida 34972. The mailing address of the Corporation is: 2987 NW 35<sup>th</sup> Drive, Okeechobee, Florida 34972.

#### ARTICLE VI

The number of directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of the person who is to serve as the member of the initial Board of Directors is:

ZACHARY WHITE  
President/Secretary/Treasurer

2987 NW 35<sup>th</sup> Drive  
Okeechobee, FL 34972

#### ARTICLE VII

Directors - Removal by Stockholders. The stockholders shall have the right at any regular meeting, or at any special meeting called for such purpose, to remove any director of the Corporation with or without cause.

#### ARTICLE VIII

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

ARTICLE IX

Stockholders - Meetings. The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote all of the shares of the Corporation then issued and outstanding shall constitute a quorum, for the transaction of business.

The affirmative vote of a majority of the outstanding shares of the Corporation shall be considered the act of the stockholders.

ARTICLE X

Directors - Meetings. A majority of the authorized number of directors shall constitute a quorum of the Board of Directors for the transaction of business.

The consent of a majority of the directors shall be required to constitute any act or decision of the Board of Directors.

ARTICLE XI

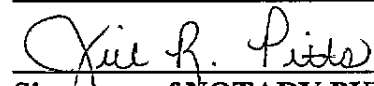
The name and address of the incorporator is: ZACHARY WHITE , 2987 NW 35<sup>th</sup> Drive, Okeechobee, Florida 34972.

Executed by the undersigned at Okeechobee, Florida on this 22<sup>nd</sup> day of May, 1998.

  
\_\_\_\_\_  
ZACHARY WHITE

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of May, 1998, by Zachary White, ( ) who is personally known to me, or ( x ) who has produced FL DL as identification.

  
\_\_\_\_\_  
Signature of NOTARY PUBLIC  
Jill R. Pitts  
Printed Name of NOTARY PUBLIC  
My commission expires:

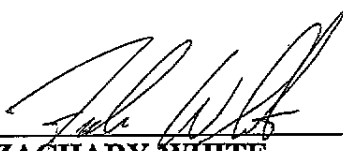


Jill R. Pitts  
MY COMMISSION # CC732735 EXPIRES  
April 12, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

**DESIGNATION OF AGENT AND CONSENT OF REGISTERED AGENT  
TO ACCEPT SERVICE**


1. The name and address of the registered agent for the corporation is :  
**ZACHARY WHITE.**

2. I, ZACHARY WHITE, hereby agree to be the registered agent for ZACHARY, INC., and further hereby agree to accept any and all correspondence directed to said corporation and addressed to the registered office at 2987 NW 35<sup>th</sup> Drive, Okeechobee, Florida 34972. 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.

  
\_\_\_\_\_  
**ZACHARY WHITE**

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE

The foregoing instrument was acknowledged before me this 22<sup>nd</sup> day of May, 1998, by ZACHARY WHITE, ( ) who is personally known to me or ( X ) who has produced FL DL as identification.

  
\_\_\_\_\_  
Signature of NOTARY PUBLIC  
Jill R. Pitts  
\_\_\_\_\_  
Printed name of NOTARY PUBLIC  
My commission expires:



Jill R. Pitts  
MY COMMISSION # CC732735 EXPIRES  
April 12, 2002  
BONDED THRU TROY FAIN INSURANCE, INC.

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