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\*\*\*Also Admitted in Georgia
\*\*\*\*Board Certified
Cerminal Trial Practice

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LES W. BURKE
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EDWARD A. HUICHISON, JR.
TIMOTHY M. WARNER\*
DAVID M. NOLL
ELIZABETH J. WALTERS\*\*
SHERRI DENTON MALLORY
DOUGLAS L. SMITH
SHARON DINWIDDIE\*\*\*
WILLIAM G. WARNER\*\*\*\*

June 30, 1998

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

RE: MHT PROPERTIES, INC.

Gentlemen:

Enclosed herewith please find one original and a copy of the Articles of Incorporation for the above referenced corporation and a Designation of Registered Agent. Also enclosed is a check in the amount of \$70.00 for the filing fees as follows:

\$35.00 Filing Articles of Incorporation \$35.00 Designation of Registered Agent

Please file the Articles of Incorporation and return the conformed copy to me. If you have any questions or need additional information, please feel free to contact the office.

Sincerely,

BURKE & BLUE, P.A.

William G. Warner

WGW/lcm

Enclosures

cc: Mr. G. W. Stewart, III

SECRETARY OF STA

JN 1-7-98

# ARTICLES OF INCORPORATION

<u>of</u>

#### MHT PROPERTIES, INC.

SECRETARY OF STATE FLORID EFFECTIVE DATE

7-1-98

#### Article I - Name

The name of this corporation is MHT PROPERTIES, INC. The initial street address of the principal office is 8728 County Road 2301, Youngstown, Florida 32466, and the mailing address is 911 East 7th Street, Panama City, Florida 32401.

# Article II - Duration

This corporation shall exist perpetually, commencing with the date of execution and acknowledgment of these Articles.

# Article III - Purpose

This corporation is organized for the purpose of transacting any and all lawful business permitted under the laws of the United States and Florida.

# Article IV - Capital Stock

This corporation is authorized to issue 1000 shares of One Dollar (\$1.00) par value common stock.

# Article V - Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 221 McKenzie Avenue, Panama City, Florida 32401; and the name of the initial registered agent of this corporation at that address is WILLIAM G. WARNER. The street address of the registered agent and the street address of the business are not

the same.

#### Article VI - Initial Board of Directors

This corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are:

Michael H. Tibbits - 911 East 7th Street, Panama City, Florida 32401;

G. W. Stewart, III - Post Office Box 237, Lynn Haven, Florida 32444;

William Pitts - 4034 Hobbs Road, Southport, Florida 32409;

G. W. Stewart, Jr. - P. O. Box 565, Panama City, Florida 32402.

#### Article VII - Incorporators

The name and address of the person signing these Articles is as follows:

Michael H. Tibbits - 911 East 7th Street, Panama City, Florida 32401.

#### Article VIII - By-Laws

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders. By-Laws adopted by the Shareholders may be repealed or changed only by the Shareholders. By-Laws adopted by the Board of Directors may be repealed or changed by the Board of Directors or by the Shareholders.

### Article IX - Indemnification

The corporation shall indemnify any officer or director, or

any former officer or director, to the full extent permitted by law.

# Article X - Amendment of Articles of Incorporation

These Articles of Incorporation may be amended in any manner and by way of any procedure provided by law.

IN WITNESS WHEREOF, the undersigned subscriber has hereunto executed these Articles of Incorporation this \_\_\_\_\_ day of July, 1998.

MICHAEL H. TIBBITS

STATE OF FLORIDA COUNTY OF BAY

(SEAL)

Linda C. Mummert Notary Public, State of Florida Commission Number: cc 501052 Commission Expires: 10/11/99 Linda C. Mummert

(Print Name)

Notary Public

Serial # <u>CC 501052</u>

My Commission Expires: 10/11/99

#### CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - That MHT PROPERTIES, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Youngstown, County of Bay, State of Florida, has named WILLIAM G. WARNER, located at 221 McKenzie Avenue, Panama City, Florida 32401, County of Bay, State of Florida, as its agent to accept service of process within this state.

#### ACKNOWLEDGEMENT

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate,

I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

WILLIAM G. WARNER (Registered Agent)

EFFECTIVE DATE

STATE OF FLORIDA COUNTY OF BAY

The foregoing instrument was acknowledged before me this \_\_\_\_\_\_\_ day of July, 1998, by WILLIAM G. WARNER, who: (notaty must check applicable box)

■xx is personally known to me.

produced a current Florida driver's license as identification.

produced \_\_\_\_\_
identification.

as

DF ST

(SEAL)

Linda C. Mummert Notary Public, State of Florida Commission Number: cc 501052 Commission Expires: 10/11/99 Notary Public

Linda C. Mummert
Printed Name of Notary Public