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Stowell, Antony Kraemer  
Requestor's Name

211 E. Call Street  
Address

Tallahassee, FL 32301 222-1055  
City/State/Zip Phone #

98 JUL 20 AM 9:25

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. L.S. DAUGHERTY & ASSOCIATES, INC.

(Corporation Name)

(Document #)

2.

(Corporation Name)

(Document #)

3.

(Corporation Name)

(Document #)

4.

(Corporation Name)

(Document #)

☐ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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P. Hall

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Examiner's Initials

ARTICLES OF INCORPORATION  
OF  
L. J. DAUGHERTY & ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I. NAME

The name of this corporation shall be L. J. Daugherty & Associates, Inc.

ARTICLE II. COMMENCEMENT & DURATION

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

ARTICLE III. PURPOSE

This corporation is being organized for the purpose of engaging in the operation of one or more Wild Birds Unlimited franchises.

ARTICLE IV. CAPITAL STOCK

This corporation shall have the authority to issue 10,000 par value shares of common capital stock.

ARTICLE V. PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

ARTICLE VI. TRANSFER RESTRICTIONS

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for

sale to this corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen days from the date of mailing. If this corporation fails or refuses, within such period, to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of the capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by this corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions Imposed By This Corporation's Articles of Incorporation and the Franchise Agreement with Wild Birds Unlimited, Inc., A Copy Of Which Are On File At This Corporation's Principal Office. This Certificate Is Not Transferable And Is Not Subject To Sale, Assignment, Pledge, Mortgage, Encumbrance Or Transfer, By Operation Of Law Or Otherwise, Without The Prior Written Consent Of Wild Birds Unlimited, Inc."

#### ARTICLE VII. INITIAL BOARD OF DIRECTORS

The number of directors on this corporation's Initial Board of Directors shall be one. The number of directors may be increased or decreased from time to time, as provided in this corporation's bylaws, but shall never be less than one.

The name and address of each individual who shall serve as a member of the Initial Board of Directors are:

Linda J. Daugherty  
5 Cahaba Lane  
Destin, FL 32541

ARTICLE VIII. INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent, to the full extent permitted by law.

ARTICLE IX. PRINCIPAL OFFICE & INITIAL REGISTERED OFFICE & AGENT

The address of this corporation's principal office and the address of this corporation's initial registered office shall be 5 Cahaba Lane, Destin, Florida 32541.

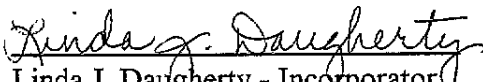
The name of the individual who shall serve as this corporation's initial registered agent is: Mary K. Kraemer, 36474 Emerald Coast Parkway, Suite 4101, Destin, Florida 32541.

ARTICLE X. INCORPORATOR

The name and address of the individual who shall serve as this corporation's incorporator is: Linda J. Daugherty, 5 Cahaba Lane, Destin, Florida 32541.

ARTICLE XI. AMENDMENT

This corporation reserves the right to amend or repeal any provisions in these Articles of Incorporation, or any amendments hereto. Any rights conferred upon the shareholders shall be subject to this reservation.

  
Linda J. Daugherty - Incorporator

I hereby accept my designation as resident agent and agree to serve as the resident agent of L. J. Daugherty & Associates, Inc. I hereby state that I am familiar with and accept the duties and responsibilities as registered agent for L. J. Daugherty & Associates, Inc.

  
Mary K. Kraemer - Registered Agent

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