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PLEASE REPLY TO:

Lake Wales  
August 20, 1998

700002623177--2  
-08/24/98-01089-009  
\*\*\*122.50 \*\*\*122.50

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

Re: HERITAGE INNS CO.

Gentlemen:

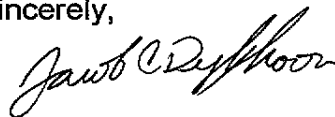
Enclosed for filing is the original and one copy of the Articles of Incorporation for the above named proposed Florida corporation. Also enclosed is this firm's check, in the amount of \$122.50, representing payment of the following fees: file Articles of Incorporation - \$35.00; certified copy fee - \$52.50; and registered agent fee - \$35.00.

Upon approval and filing of these articles, please furnish a certified copy to the attention of:

Jacob C. Dykxhoorn  
Peterson & Myers, P.A.  
P.O. Box 1079  
Lake Wales, FL 33853

If anything further is required, please call me. Thank you for your assistance in this matter.

Sincerely,



Jacob C. Dykxhoorn

JCD/bb  
enclosures

APPROVED  
AND  
FILED  
98 AUG 24 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

B. BROCK AUG 26 1998

**ARTICLES OF INCORPORATION  
OF  
HERITAGE INNS CO.  
(a corporation for profit)**

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The undersigned, for the purpose of forming a corporation for profit under the provisions of the Florida Business Corporation Act, do hereby adopt the following Articles of Incorporation.

**ARTICLE I  
NAME**

The name of this corporation is **HERITAGE INNS CO.**

**ARTICLE II  
DURATION**

This corporation shall have perpetual duration. The corporate existence shall begin with the date and time of the filing of these Articles of Incorporation by the Florida Department of State.

**ARTICLE III  
PURPOSES AND POWERS**

This corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act.

The corporation shall have all the rights, privileges and powers now or hereafter available to corporations for profit under the laws of the State of Florida.

**ARTICLE IV  
AUTHORIZED SHARES**

The aggregate number of shares which the corporation is authorized to issue is **SIX HUNDRED (600) shares** of common stock. Such shares shall consist of one class only and shall have a par value of \$1.00 per share.

**ARTICLE V  
PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the corporation shall initially be 118 Fairway Drive, Haines City, FL 33844.

APPROVED  
AND  
FILED  
98 AUG 24 AM 9:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE VI**  
**INITIAL REGISTERED OFFICE AND AGENT**

The street address of the corporation's initial registered office is 3105 Sandy Circle, Haines City, FL 33844, and the name of its initial registered agent at that office is Carole Swagger.

**ARTICLE VII**  
**MANAGEMENT OF THE CORPORATION'S AFFAIRS**

All corporate powers shall be exercised by, or under the authority of, and the business and affairs of the corporation shall be managed under the direction of, the board of directors of the corporation.

**ARTICLE VIII**  
**OFFICERS**

The officers of the corporation shall consist of a president, a vice president, a treasurer, a secretary, and such other officers as may be authorized by the bylaws. The officers shall be elected by the board of directors. An officer need not be a resident of the State of Florida nor a shareholder of the corporation.

**ARTICLE IX**  
**INITIAL OFFICERS**

The names and addresses of the persons who shall serve as officers of the corporation until the first election of officers by the board of directors are as follows:

President:	Carole Swagger 3105 Sandy Circle Haines City, FL 33844
Secretary/ Treasurer:	Nancy Burbeck 4558 Hampstead Place Loves Park, IL 61111
Vice President:	Kay Meusling 4760 Apollo Drive Machesney Park, IL 61115

**ARTICLE X**  
**BOARD OF DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be four (4). The number of directors may be increased or decreased from time to time in accordance with the bylaws, but shall never be less than one. Members of the board of directors need not be residents of the State of Florida nor shareholders of the corporation. The directors shall be elected at the first annual shareholders' meeting and at each annual shareholders' meeting thereafter, and shall hold office, in the manner set forth in the bylaws. Directors shall be removed and vacancies filled in the manner provided in the bylaws.

The name and address of each person who shall serve as a member of the initial board of directors are as follows:

Marianne Donato  
c/o Marion Kleckner  
118 Fairway Drive  
Haines City, FL 33844

Gail Kleckner  
740 Halstedt Road #3  
Rockford, IL 61103

Jill Wilson  
4875 Valley Road  
Levering, MI 49755

Carole Swagger  
3105 Sandy Circle  
Haines City, FL 33844

**ARTICLE XI**  
**NAMES AND ADDRESSES OF INCORPORATORS**

The name and address of the incorporator of this corporation are as follows:

Carole Swagger  
3105 Sandy Circle  
Haines City, FL 33844

**ARTICLE XII**  
**BYLAWS**

The initial bylaws for the corporation shall be made and adopted by the board of directors of the corporation and may thereafter be amended, altered, or rescinded only in accordance with the provisions of the bylaws or the Florida Business Corporation Act, or any successor thereto.

**ARTICLE XIII**  
**MEETINGS OF THE SHAREHOLDERS**

Annual and specially called meetings of the shareholders of this corporation shall be held as provided in the bylaws.

**ARTICLE XIV**  
**QUORUM AT SHAREHOLDERS' MEETING**

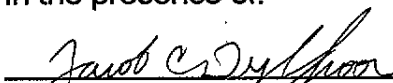
A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders of the corporation.

**ARTICLE XV**  
**AMENDMENT OF ARTICLES**

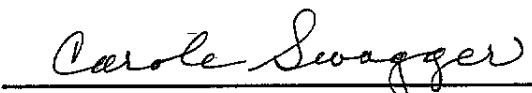
The corporation reserves the right to amend these Articles of Incorporation, from time to time, in any and as many respects as may be desired, in accordance with the manners and procedures provided by the Florida Business Corporation Act, or any successor thereto.

**IN WITNESS WHEREOF**, the undersigned, for the purpose of forming this corporation for profit under the laws of the State of Florida, has executed these Articles of Incorporation this 20<sup>th</sup> day of August, 1998.

Signed, sealed and delivered  
in the presence of:

  
Print Name: Jacob C. Dykxhoorn

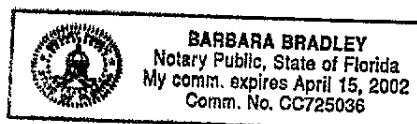
  
Print Name: Barbara Bradley

  
**CAROLE SWAGGER**  
as incorporator

**STATE OF FLORIDA**

**COUNTY OF POLK**

The foregoing Articles of Incorporation was acknowledged before me this 20<sup>th</sup> day of August, 1998, by **CAROLE SWAGGER**, who has produced a drivers license as identification.



  
Notary Name: Barbara Bradley  
My Commission Expires: 4/15/2002

## ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent to accept service of process for the above named corporation, at the place designated, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I state that I am familiar with, and accept, the obligations of my position as registered agent.

Dated: August 20, 1998

Carole Swagger  
**CAROLE SWAGGER**

APPROVED  
AND  
FILED

98 AUG 24 AM 9:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA