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FLORIDA PROFIT CORPORATION OR P.A.

N.G. WADE HOLDING COMPANY

98A 5568

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**ARTICLES OF INCORPORATION
OF**

EFFECTIVE DATE
11-12-98

N. G. WADE HOLDING COMPANY

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation.

ARTICLE 1

NAME AND ADDRESS

Section 1.1. Name. The name of the corporation is N. G. Wade Holding Company.

Section 1.2. Addresses. The street address of the principal office of the corporation is 569 Edgewood Avenue South, Jacksonville, Florida 32205, and its mailing address is Post Office Box 6937, Jacksonville, Florida 32236. The street address of the principal office or the mailing address may be changed at any time by the board of directors.

ARTICLE 2

DURATION

Section 2.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of Florida within five business days after they are executed, corporate existence shall commence upon filing by the Department of State.

ARTICLE 3

PURPOSES

Section 3.1. Purposes. This corporation is organized for the purposes of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

Prepared by: John T. Sefton
FL Bar No. 1084065
Foley & Lardner
200 Laura Street
Jacksonville, FL 32202
(904) 359-2000

Fax Audit No. H98000021545

ARTICLE 4

CAPITAL

Section 4.1. Authorized Capital. The maximum number of shares of capital stock which the corporation is authorized to have outstanding at any one time is five hundred thousand (500,000) shares, consisting of one class of common stock having a par value of one dollar (\$1.00) per share, hereby designated as "common stock." All shares of common stock have equal and unlimited voting rights.

Section 4.2. Restrictions on Transfer of Stock. In addition to the restrictions on the issuance, ownership and transfer of stock set forth in Article 10 hereof, the shareholders may, by amendment to these articles of incorporation, bylaw provision, agreement among shareholders or agreement between shareholders and the corporation, impose such further restrictions on the issuance, sale, transfer or registration of transfer of shares of the capital stock of the corporation as they may see fit.

ARTICLE 5

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1. Name and Address. The street address of the initial registered office of this corporation is 569 Edgewood Avenue South, Jacksonville, Florida 32205, and the name of the initial registered agent of this corporation at that address is D. W. McArthur, III.

ARTICLE 6

DIRECTORS

Section 6.1. Number. Until January 1, 1999, the corporation shall have one (1) director. Thereafter, the number of directors of the corporation shall be fixed and may be increased or diminished from time to time by or in accordance with the bylaws, but shall never be less than three (3) nor more than eleven (11).

Section 6.2. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 6.3. Initial Directors. The name and address of the initial director of the corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Donald W. McArthur III | 569 Edgewood Avenue South Jacksonville, FL 32205 |

On and after January 1, 1999, and until their respective successors are elected and qualified, but subject to resignation, removal or death, the board of directors shall consist of the following persons, whose addresses are as shown below:

| <u>Name</u> | <u>Address</u> |
|-------------------------|---|
| Donald W. McArthur, III | 569 Edgewood Avenue South Jacksonville, FL 32205 |
| J. Andrew Edwards, III | P.O. Box 579 Urbana, IL 61880 |
| Charles W. Herlong, III | 4051 Barcelona Avenue Jacksonville, FL 32207 |
| William A. McArthur | 569 Edgewood Avenue South Jacksonville, FL 32205 |
| Margaret Wade Stewart | 190 Paso Fino Road Enoree, SC 29335 |
| Joseph R. Wade | 111 Mayhaw Road Leesburg, GA 31763 |
| Neill G. Wade, IV | 3207 Okeeheepkee Road Tallahassee, FL 32303 |

ARTICLE 7

BYLAWS

Section 7.1. Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the board of directors.

ARTICLE 8
INCORPORATOR

Section 8.1. Name and Address. The name and street address of the incorporator of this corporation are:

| <u>Name</u> | <u>Address</u> |
|------------------------|---|
| Donald W. McArthur III | 569 Edgewood Avenue South Jacksonville, FL 32205 |

ARTICLE 9
INDEMNIFICATION

Section 9.1. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

ARTICLE 10
S CORPORATION
RESTRICTIONS ON ISSUANCE OR TRANSFER AND OWNERSHIP OF STOCK

Section 10.1. S Corporation. This corporation intends to be an "S corporation" as defined in Section 1361(a) of the Internal Revenue Code of 1986, as amended, and any future amendments thereto or successor provisions (the "Code"), effective as soon as all shareholders of the Corporation are "qualified S corporation shareholders," and continuing each fiscal year thereafter until terminated or revoked in accordance with the provisions of this Article. The corporation shall make timely filing of an election under Section 1362(a) of the Code.

Section 10.2. Certain Definitions.

(a) "Code" means the Internal Revenue Code of 1986, as amended, and any future amendments thereto or successor provisions.

(b) The term "person" means and includes any natural person or individual, tenancy by the entireties, estate, trust, partnership (including, in addition to a general partnership, a limited partnership and a limited liability partnership), joint venture, firm, company (including, without limitation, a limited liability

company), corporation, entity, organization or association of any kind, and any government or governmental body, subdivision, department, agency or authority thereof.

(c) The term "qualified S corporation shareholder" means any person whose ownership of shares of the capital stock of the corporation, other than by reason of the limitation on the number of shareholders of the corporation, would not cause the corporation to fail to qualify, or to be disqualified, as an S corporation, provided that any required election with respect to such person shall be or have been timely made and shall not have been revoked.

(d) The term "transfer" means the sale, transfer, assignment, pledge, gift, devise or other disposition of shares, voluntarily or involuntarily, including any transfer occurring by operation of law and including the granting of any option or entering into of any agreement for the sale, transfer or other disposition of shares or the right to vote or receive dividends on shares. In addition, the term "transfer" shall have the meaning given by subsection 10.4(d).

Section 10.3. Shareholder Obligations. Each person who becomes a shareholder of this corporation shall be deemed to have agreed to and shall be bound by the provisions of this Article 10. Without limiting the generality of the foregoing:

(a) Each shareholder shall take such actions and execute such consents or other documents as may be necessary in the opinion of counsel to the corporation to elect S Corporation status.

(b) The trustees of any trust which is a shareholder shall take such actions, execute such consents, elections and other documents and otherwise administer such trust so that such trust meets the requirements of Section 1361(c)(2) of the Code, at all times that the trust holds any shares of the capital stock of this corporation; provided, however, that such trustees shall not be required to take any action in violation of applicable law or the governing instrument of such trust. Any beneficiary of a trust who is required to make an election under Section 1361(d) of the Code in order for such trust to be qualified to hold shares of the capital stock of an S corporation shall timely make such election and shall not revoke any such election in place.

(c) Upon request of this corporation, a shareholder shall provide proof to this corporation of such shareholder's status as a "qualified S shareholder". Such information includes, but is not limited to: (i) with respect to a trust, a copy of the instrument or instruments governing the trust, a list of the trustees, a list of the trust beneficiaries and a determination of which of such beneficiaries are current or potential current income beneficiaries, a copy of any QSST or ESBT election; (ii) with respect to any other artificial entity, a copy of any articles of organization, governing documents, and tax elections, and a list of all

beneficial owners, whether direct or indirect, and a copy of the same documents for any other entity which is a parent of such entity; (iii) with respect to any natural person, evidence of citizenship and residence; and (iv) with respect to any estate, a copy of any last will and testament submitted for probate, a list of the heirs at law. Any such information requested shall be furnished within 30 days of certification. In the event a shareholder fails or refuses to furnish such information within 30 days after the corporation has sent a request for the same by certified mail, return receipt requested, or by overnight delivery service, the corporation may withhold further dividend payments from such shareholder until the information is furnished.

Section 10.4. Restrictions on Issuance and Transfer and on Ownership of Shares.

(a) No shares of the capital stock of this corporation shall be issued or transferred to any person who is not a qualified S corporation shareholder, or to any person who would otherwise be a qualified S corporation shareholder but shall not have made any related election required under the Code, and no such person shall acquire or own any interest in any shares of the capital stock of this corporation.

(b) No shares of the capital stock of this corporation shall be issued or transferred if such issuance or transfer of shares would result in an increase in the number of shareholders of the corporation, except for transfers to a "Permitted Transferee" as defined in Section 10.11 below which would not violate or conflict with subsection (c) of this Section 10.4. Notwithstanding the foregoing, the Trustee(s) of the Elizabeth Wade McArthur Testamentary Trust may, if shares of this corporation are acquired as a result of merger of this corporation with N. G. Wade Investment Company, distribute such shares to remainderman beneficiaries without regard to the limitations of this subsection.

(c) No shares of the capital stock of this corporation shall be issued or transferred if such issuance or transfer of shares would cause the number of shareholders of the corporation to exceed the maximum number of shareholders permitted by Section 1361(b)(1)(A) of the Code.

(d) For purposes of this Article and with respect to shares of this corporation's stock held by any trust which is or becomes a shareholder, (i) a transfer of shares shall be deemed to occur if there is a change in the beneficiaries or other terms of the trust such that a new or different beneficiary would be counted as a shareholder for purposes of provisions of the Code related to S corporations, and (ii) a transfer of shares and an increase in the number of shareholders shall be deemed to occur if there is an increase or change in the beneficiaries or other terms of the trust that would result in an increase in the number of shareholders which this corporation is deemed to have under provisions of the Code related to S Corporations. The term "beneficiary" includes a potential

beneficiary of the trust who is counted as a shareholder under provisions of the Code related to S corporations, whether or not such party has actually received a distribution from the trust. For purposes of this Article and with respect to shares of this corporation's stock held by any artificial entity which is or becomes a shareholder, (i) a transfer of shares shall be deemed to occur if there is a change in the beneficial owners or the organizational documents of such entity such that a new or different person would be counted as a shareholder for purposes of provisions of the Code related to S corporations, and (ii) a transfer of shares and an increase in the number of shareholders shall be deemed to occur if there is an increase or change in the beneficial owners or the organizational documents of the entity that would result in an increase in the number of shareholders which this corporation is deemed to have under provisions of the Code related to S Corporations.

(e) Any purported issuance or transfer of any shares of the capital stock which would violate or conflict with the provisions of any of the foregoing subsections of this Section 10.4 shall be ineffective and void ab initio, and no transferee in such instance shall acquire any rights whatsoever in any shares.

(f) Any person who holds or receives shares or certificates for shares of the capital stock of this corporation in violation of or conflict with this Section, and any owner or holder of shares of the capital stock of the corporation who ceases to be a qualified S corporation shareholder, shall be and be deemed to be an agent on behalf of this corporation in holding such shares and shall hold and be deemed to hold such shares in trust on behalf of and for the benefit of this corporation. Any such person shall immediately deliver such shares or certificates for shares to the corporation, together with such assignments and stock transfer powers as the corporation may request. The corporation shall have no liability or obligation in connection therewith except as expressly provided in Section 10.5 hereof.

(g) Certificates evidencing shares may bear legends reflecting the restrictions on transfer and ownership provided by this Section.

Section 10.5. Cancellation of Shares and Mandatory Payment.

(a) In the event that (i) any person who is a shareholder ceases to be a qualified S corporation shareholder, or (ii) notwithstanding Section 10.4, any transfer of shares occurs by operation of law which would cause the number of shareholders after such transfer, when added to the number of the then existing Permitted Transferees (as defined in Section 10.11), to exceed the maximum number of shareholders permitted for an S corporation, any such person's rights as a shareholder (including, without limitation, voting rights and rights to participate in any dividends or other distributions of profits or losses or in assets of the corporation) shall immediately and automatically terminate, or the transferee or

transferees in any such transfer shall acquire no rights as a shareholder (including, without limitation, voting rights and rights to participate in any dividends or other distributions of profits or losses or in assets of the corporation); all shares in which such shareholder owns any interest or which would be so transferred shall immediately and automatically be and be deemed to be canceled, and shall thereafter represent only the right, upon surrender thereof to the corporation, of such shareholder or transferee to receive payment therefor as provided in this Section 10.5. Any such shareholder or transferee shall promptly surrender such shares to the corporation, together with appropriate instruments of transfer as required by the corporation, and shall thereupon be entitled to receive payment therefor in an amount equal to 70% of the value determined in accordance with Section 10.6 hereof, such amount to be determined as of the date of the disqualification as a qualified S corporation shareholder or the date of the transfer by operation of law, and any dividends which had thereafter been paid shall be offset against the payment amount.

(b) The Board of Directors, in its sole judgment and discretion, may waive the applicability of this Section as applied to an increase in the number of shareholders, if such increase does not violate or conflict with subsection (c) of Section 10.4, and if the Board determines in good faith that the number of shareholders of the corporation is not likely in the future to exceed the maximum number of shareholders permitted by Section 1361(b)(1)(A) of the Code. Any such waiver shall have no effect on the corporation's rights under Section 10.6 hereof, which shall remain applicable.

Section 10.6. Option to Purchase at the Election of the Corporation.

(a) In the event of a transfer or purported transfer of shares which would violate or conflict with subsection 10.4(b) by resulting in an increase in the number of shareholders to which Section 10.5 does not apply or which has been waived pursuant to subsection 10.5(b), the Board of Directors, in its sole and absolute discretion, may, within six (6) months following receipt of written notice thereof either (i) direct the transferor or purported transferee of shares to sell and transfer all such shares to any person other than the corporation for cash in such manner as the Board of Directors directs, or (b) subject to any applicable restrictions on the corporation's ability to purchase shares, direct the transferor or purported transferee of shares to sell and transfer all such shares to the corporation, and cause the corporation to purchase such shares. The Board of Directors may direct the sale and transfer of shares by sending written notice to the shareholder in whose name the shares is or were registered on the books of the corporation. In either case, the price to be paid for the shares to be so sold and transferred at the direction of the Board of Directors shall be the fair market value of such shares as determined in good faith by the Board of Directors, taking into account any discount or discounts for minority ownership, block size and lack of marketability.

(b) The fair market value of shares as determined in subsection (a) above shall be conclusively binding unless the shareholder elects, in the manner set forth below within 60 days of written notification of the Board of Directors' determination of value, to have an independent appraisal performed, in which event the value of the shares shall be determined conclusively by an appraisal performed by Arthur Anderson Consulting, Inc. or, if the Board of Directors so determines, such other appraisal firm as shall be selected by the Board of Directors. The costs of the appraisal shall be borne by the shareholder unless the fair market value as determined by the corporation is less than 90% of the amount determined by the appraisal, in which event the corporation shall bear the costs of the appraisal. To make an election to have the appraisal performed, the shareholder shall deposit the shares with the corporation, granting the corporation a first lien upon the shares to pay the costs of the appraisal, and, if the estimated cost of the appraisal is judged by the Board of Directors to exceed the value of the shares, deposit with the corporation such other sums as the Board of Directors judges to be necessary to insure payment of the appraisal fee.

Section 10.7. Determination of Transferee(s) Subject to Section 10.5 or 10.7. In the event of simultaneous transfers or attempted transfers to two or more persons which would violate or conflict with subsection 10.4(b) or subsection 10.4(c), but which, if made to a lesser number of such persons, would not have violated or conflicted with such transfer restriction, only those transfers shall be void as are necessary to prevent violation or conflict, and the transfer(s) which shall be void shall be those transfer(s) involving the fewest number of shares. If the same number of shares are involved in each transfer, the corporation shall determine by lot in such manner as the Board of Directors may determine the transfer(s) which are void.

Section 10.8. Payment for Shares by Promissory Note. Payment for any shares being sold to and purchased by the corporation pursuant to Section 10.5 or Section 10.6 shall be made by means of an unsecured promissory note, bearing interest at a rate equal to the long term applicable federal rate as determined under Section 1274(d) of the Code as of January 1 of each year, payable in annual installments of principal equal to 10% of the original principal amount together with accrued and unpaid interest. The promissory note shall be dated as of the date of the improper transfer or the ineligibility of the shareholder, provided that there shall be set off against such payments any dividends which were paid following such transfer or ineligibility. The execution and delivery of the promissory note shall be subject to any applicable restrictions on payments for redemption or cancellation of shares. The rights of any owner or holder of any such promissory note shall be subordinate and inferior to the rights of any and all existing or future creditors of the corporation who hold obligations of the corporation for re-payment of borrowed money. Any such promissory note may be prepaid at the option of the corporation at any time, in whole or in part, without premium or penalty.

Section 10.9. Different Price or Terms. Notwithstanding any provisions hereof to the contrary, the corporation, with the approval of the Board of Directors, in its sole and absolute discretion, shall have the right to reach an agreement with any selling party as to a different purchase price or different payment terms. If the corporation exercises any rights to purchase shares owned on June 24, 1998, by a testamentary trust whose terms would cause such shares to pass by operation of law upon the death of the current income beneficiary to any of the parties who agreed to sell shares to the corporation in that certain "Stipulation for Settlement" dated on or about June 24, 1998 or to any individual, entity or trust they control, the price and payment terms for such shares shall be as set forth in such "Stipulation for Settlement" unless otherwise agreed by such selling party and the corporation.

Section 10.10. Notice of Restricted Transfer. Any person who transfers or attempts or intends to transfer or who acquires or attempts or intends to acquire shares in violation of this Article shall immediately give written notice to this corporation of such event and shall provide to this corporation such other information as this corporation may request in order to determine the effect, if any, of such transfer, attempted transfer or intended transfer, on this corporation's status as an S corporation.

Section 10.11. Permitted Transferees. "Permitted Transferee" means a person who is a qualified S corporation shareholder and who is named in an agreement between the corporation and the initial shareholder filed in the corporation's minute book. The shareholders, by vote of the holders of a majority of the outstanding shares, may add any additional person who is a qualified S shareholder to the list of Permitted Transferees on such terms and conditions as the shareholders may deem appropriate provided that such addition does not cause the maximum number of shareholders permitted by Section 1361(b)(1)(A) of the Code to be exceeded. The shareholders may condition the addition of any other person to the list of Permitted Transferees upon either a certified copy of a ruling of the Internal Revenue Service, an opinion of counsel to the corporation satisfactory to the Board of Directors or such other evidence as the Board of Directors may deem appropriate. The shareholders, by vote of the holders of a majority of the outstanding shares, may delete persons from the list of Permitted Transferees, provided that no person currently on the list may be deleted without such person's consent prior to January 1, 2003. Upon becoming a shareholder as permitted under these Articles, a person named on the list as a permitted transferee shall be deleted as a Permitted Transferee.

Section 10.12. S Corporation Status; Termination. The corporation's S status may be revoked at any time with the approval of the holders of a majority of the outstanding shares of the corporation's stock.

Section 10.13. Other Shareholder Obligations. Each shareholder shall be obligated, and each person who becomes a shareholder shall thereby be deemed conclusively to have agreed, to take any action and to execute and deliver any documents as may be necessary in the opinion of counsel to the corporation to elect S corporation status for federal income tax purposes as of the first fiscal year of the corporation.

ARTICLE 11

MINIMUM DISTRIBUTIONS

Section 11.1. Tax Distributions. For any year in which the corporation is an S corporation, the corporation shall be required to distribute dividends to shareholders in an amount not less than (i) the net profits allocated to shareholders for the taxable year times the highest combined marginal federal and state income tax rates applicable to such income less deductions attributable to any shareholder for such taxable year under the Code, less (ii) any other cash dividends or distributions of net cash flow received by the shareholders during such taxable year, it being the intent that each shareholder will receive annually distributions of cash at least sufficient to allow such shareholder to pay such shareholder's federal income and state income tax liability attributable to its allocable share of the corporation's taxable income. Distribution of the amount required to be distributed pursuant to this Section 11.1 shall be paid to each shareholder at such time and in such amounts in order to permit each shareholder to timely make required estimated federal and state income tax payments.

ARTICLE 12

MISCELLANEOUS

Section 12.1. Special Meetings of Shareholders. A special meeting of shareholders shall be held upon demand of shareholders if holders of not less than fifty percent (50%) of all the votes entitled to be cast on any issue proposed to be considered at the proposed meeting sign, date and deliver one or more written demands for the meeting describing the purpose or purposes for which the meeting is to be held.

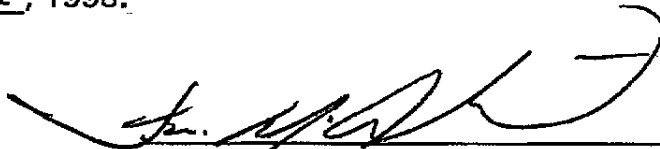
Section 12.2. Control-Share Acquisitions. Section 607.0902, Florida Statutes, or any successor provision thereto, does not apply to control-share acquisitions of shares of the capital stock of the corporation.

ARTICLE 13

AMENDMENT

Section 13.1. Amendment. The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

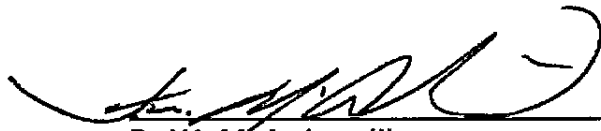
IN WITNESS WHEREOF, the incorporator has executed these Articles the
12TH day of NOVEMBER, 1998.



D.W. McArthur, III, Incorporator

ACCEPTANCE BY REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties. I am familiar with and I accept the obligations of a registered agent.


D. W. McArthur, III

Dated: November 12, 1998

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