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FLORIDA PROFIT CORPORATION OR P.A.

WADE SUBSIDIARY CORP.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
WADE SUBSIDIARY CORP.**

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 Wade Subsidiary Corp.

**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. 184055  
Foley & Lardner  
200 Laura Street  
Jacksonville, FL 32202  
(904) 359-2000

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## 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 one share of common stock having a par value of one hundred dollars (\$100.00) 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:

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<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.

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## ARTICLE 8

### INCORPORATOR

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

**Name**

**Address**

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.

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**ARTICLE 10****MINIMUM DISTRIBUTIONS**

**Section 10.1** **Tax Distributions.** For any year in which the corporation is an S corporation (or a qualified subchapter "S" subsidiary), 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. Where the shareholder of this corporation is itself an S corporation, the term "shareholders" as used herein in calculating dividends shall refer to the ultimate shareholders of the parent corporation.

**ARTICLE 11****MISCELLANEOUS**

**Section 11.1** **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 11.2** **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.

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## ARTICLE 12

### AMENDMENT

Section 12.1 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.

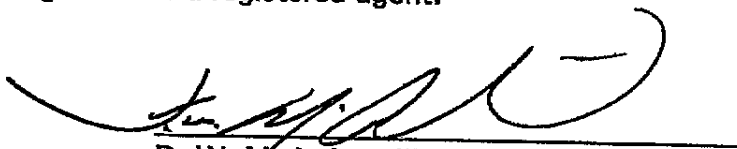
IN WITNESS WHEREOF, the incorporator has executed these Articles the  
12<sup>th</sup> day of November, 1998.

  
D.W. McArthur, III, Incorporator

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**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, IIIDated: November 12, 1998

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