

# P98000101598

*Lozier, Tipton, Thames & Frazier*

*A Partnership of Professional Associations*

*Attorneys at Law*

DANIEL R. LOZIER\*  
ANN J. TIPTON  
HENRY W. TIPTON  
WILLIAM K. THAMES, II  
PAMELA K. FRAZIER  
LOIS B. LEPP

ONE PENSACOLA PLAZA  
SUITE 224  
125 WEST ROMANA STREET  
PENSACOLA, FLORIDA 32501

PHONE: (850) 469-0202  
(850) 469-9666  
FACSIMILE: (850) 469-0006

\*BOARD CERTIFIED TAX ATTORNEY

December 1, 1998

**VIA FEDERAL EXPRESS**

Division of Corporations  
Florida Department of State  
409 E. Gaines Street  
Tallahassee, Florida 32399

500002700155--6  
-12/02/98--01044--013  
\*\*\*\*122.50 \*\*\*\*\*78.75

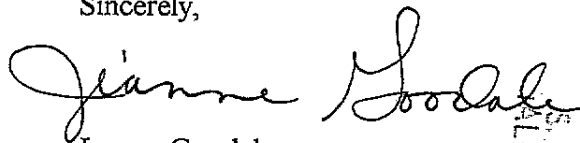
Re: KMW of Pensacola, Inc.

Dear Sir or Madam:

Enclosed for filing on behalf of the above-referenced corporation is an original and one copy of the Articles of Incorporation. Once this document has been filed, please return to me a certified copy of same. Enclosed is our firm's check in the amount \$122.50 to cover the filing fee.

Should you have any questions regarding any of this, please do not hesitate to give me a call.

Sincerely,



Jeanne Goodale,  
Legal Assistant to Daniel R. Lozier

/jg

Enclosures

98 DEC -2 PM 4:49  
FLORIDA DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

FILED

CB  
12-7-98  
6

**ARTICLES OF INCORPORATION**

**OF**

**KMW OF PENSACOLA, INC.**

FILED  
90 DEC -2 PM 4:49  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED**, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt(s) the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of this corporation is KMW of Pensacola, Inc. The principal place of business is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501.

**ARTICLE II**

**DURATION**

The duration of this corporation is perpetual.

**ARTICLE III**

**PURPOSE**

The general purposes for which this corporation is organized are:

- (1) To transact any lawful business or businesses for which corporations may be incorporated under the Florida General Corporation Act.
- (2) To do such other things as are incidental to the foregoing or necessary, implied, helpful, or desirable in order to accomplish the foregoing.

**ARTICLE IV**

**CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of no par value common stock.

## **ARTICLE V**

### **RIGHT OF FIRST REFUSAL**

No stock in this corporation may be sold to persons not stockholders of this corporation except as provided herein. Upon receiving an offer from a person not a stockholder of this corporation to purchase stock in this corporation, the person receiving such offer shall first offer in writing such stock for sale to the corporation at the same price and upon the same terms offered to such shareholder pursuant to a bona fide written offer that is acceptable to such shareholder and written notice of such offer to the corporation shall be given to each shareholder of record. The corporation shall have the option for twenty (20) days after its receipt of such written offer to accept such offer. If, within such twenty day period, the corporation shall fail to accept such offer in its entirety, its option hereunder as to such offer shall terminate. Thereupon, immediately following the termination of said offer as to the corporation, the same offer shall be deemed without further writing to have been renewed and reinstated as to such of the other shareholders of the corporation as may exist and such other shareholders shall have the option for thirty (30) days after the termination of the corporations's option to purchase such part or all of the stock which the offering shareholder desires to sell, at the same price and upon the same terms offered to such shareholder by a bona fide prospective purchaser of such shares. If more than one such other shareholder exists, they may exercise such option in such proportion between themselves as they may agree, and if they do not so agree, then each of them who wishes to purchase shares shall have the right to purchase a portion of such shares as corresponds to a fraction in which the numerator is the number of shares then owned by such shareholder, and the denominator is the total number of shares then owned by all of the then other shareholders who wish to purchase shares; provided, however, that no shareholder shall have

the right to purchase any part of the shares so offered for sale unless all of such shares so offered for sale are purchased, pursuant to such option, by one or more of the then other shareholders.

If the option is not exercised within the aforesaid thirty-day period, then the shareholder so desiring to sell part or all of his stock shall have the right for a period ending on the sixtieth day after the expiration of the aforesaid thirty-day period, to sell such stock to, and only to, the aforesaid bona fide prospective purchaser in the same quantity, at the same price, and upon the same terms as were offered to the corporation and/or the then other shareholders. Upon the expiration of such sixty-day period, if such shareholder does not sell such stock, all of the restrictions imposed by this Article V shall again apply to all of the stock owned by such shareholder. This Article shall not be construed as granting any shareholder preemptive rights.

#### **ARTICLE VI**

#### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office, and the mailing address of the Corporation in this State is 125 W. Romana Street, Suite 224, Pensacola, Florida 32501, and the name of its initial registered agent at such address is Pamela K. Frazier.

#### **ARTICLE VII**

#### **BOARD OF DIRECTORS**

The initial Board of Directors of this corporation shall consist of two (2) members. The size of the board may be increased or decreased from time to time as prescribed in the bylaws or by applicable law, but never shall the board consist of less than one (1) member.

**ARTICLE VIII**

**INCORPORATORS**

The name and address of the Incorporator is Pamela K. Frazier, 125 W. Romana St., Suite 224, Pensacola, Florida 32501.

**ARTICLE IX**

**AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law.

**IN WITNESS WHEREOF**, I have subscribed my name this 1st day of December, 1998.

*Pamela K. Frazier*

PAMELA K. FRAZIER, Incorporator

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 1st day of December, 1998, by Pamela K. Frazier, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.



Martha L. Lowery  
My Commission CC682411  
Expires September 22, 2001

*Martha L. Lowery*

NOTARY PUBLIC

Commission No. \_\_\_\_\_

My Commission Expires: \_\_\_\_\_

**ACCEPTANCE OF DESIGNATION AS RESIDENT AGENT**

I, the undersigned, being the person named as the Registered Agent of KMW of Pensacola, Inc., a Florida corporation, hereby certify that I am familiar with the obligations provided for in Florida Statutes Chapter 607.0505 and hereby accept the appointment of Registered Agent and hereby accept said obligations.


DATED this 1st day of December, 1998.

Pamela K. Frazier  
PAMELA K. FRAZIER, Registered Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 1st day of December, 1998, by Pamela K. Frazier, who is personally known to me or who has produced a driver's license as identification and has not taken an oath.

 Martha L. Lowery  
My Commission CC682411  
Expires September 22, 2001

Martha L. Lowery  
NOTARY PUBLIC  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

93 DEC -2 PM 4:49  
TALLAHASSEE, FLORIDA