

P98000102244



ACCOUNT NO. : 072100000032

REFERENCE : 056106 9666A

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : December 8, 1998

ORDER TIME : 10:48 AM

ORDER NO. : 056106-005

CUSTOMER NO: 9666A

CUSTOMER: Tim Haines, Esq
SIMMONS HART & SHEEHE, P.A.
SIMMONS HART & SHEEHE, P.A.
P. O. Box 3310

Ocala, FL 34478-3310

FILE FIRST
please

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DOMESTIC FILING

NAME: UNIVERSAL DEVELOPMENT OF
OCALA, INC.

EFFECTIVE DATE:

ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

JP 12/8/98

RECEIVED
DEC-8 PM 1:21
DIVISION OF CORPORATIONS

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 PM 5:01

ARTICLES OF INCORPORATION
OF
UNIVERSAL DEVELOPMENT OF OCALA, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 PM 5:01

ARTICLE 1.

1.01 **Name and Address.** The name of the Corporation is **UNIVERSAL DEVELOPMENT OF OCALA, INC.**, and the mailing address of the Corporation is 7 East Silver Springs Blvd., Ste. 208, Ocala, FL 34470. The address of the Corporation's principal office is 7 East Silver Springs Blvd., Ste. 208, Ocala, FL 34470.

ARTICLE 2.

2.01 **Duration.** The period of duration of the Corporation is perpetual.

ARTICLE 3.

3.01 **Purpose.** The purpose of the Corporation is authorized for the purposes of attracting any and all useful businesses as regulated by Chapter 494 of the *Florida Statutes*, as the same may be subsequently replaced, amended, or modified, and all other purposes permitted by law.

3.02 **Corporate Powers.** The Corporation shall have all the rights and powers now or subsequently conferred on professional corporations by the laws of the State of Florida.

3.03 **Authority of Directors.** The board, subject to any specific written limitations or restrictions imposed by law or by these Articles, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

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FOR
UNIVERSAL DEVELOPMENT OF OCALA, INC.

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ARTICLE 4.

4.01 Stock Certificates. Certificates of stock shall be signed by the President or the Vice-President, jointly with the Secretary and the seal of the Corporation shall be impressed thereon.

4.02 Number of Authorized Shares. The aggregate number of shares that the Corporation shall have authority to issue is 1,000 shares of common stock with par value of \$1.00 per share.

4.03 Pre-Emptive Right. The holders of shares of this Corporation shall have pre-emptive rights to purchase any shares of the Corporation hereafter issued or any security exchangeable for or convertible into such shares or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

4.04 Shares Not in Classes. The shares of the Corporation are not to be divided into classes.

ARTICLE 5.

5.01 Cumulative Voting. At all elections of Directors of this Corporation, each shareholder shall be entitled to as many votes as shall equal the number of votes which (except for these provisions as to cumulative voting) he would be entitled to count for the

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election of Directors with respect to his shares and multiplied by the number of Directors to be elected, and he may count all such votes for a single director, or may distribute them among the number to be voted for, or any two or more of them as he may see fit.

ARTICLE 6.

6.01 Bylaws. The power to adopt, alter or repeal Bylaws shall be vested in the Board of Directors, except where the shareholders specifically provide in any Bylaw made by them that such Bylaws shall not be altered, amended or repealed by the Board.

6.02 Director Conflicts. Any contract or other transaction between the Corporation and one or more of its directors, a committee, shareholders or employees, in which they are interested, or between the Corporation and any Corporation or association of which one or more of its directors and shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of the director or directors at the meeting of the board of the Corporation that acts upon, or in reference to, the contract or transaction; provided, the interested party does not vote or participate in the action; that the interested party discloses his interest before action is taken, and the contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the board, a committee or its shareholders. This

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Section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

6.03 Indemnification and Related Matters. The Corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law.

6.04 Removal of Directors. At a special meeting of the shareholders called expressly for that purpose, directors may be removed in the manner provided by the Bylaws.

6.05 Amendment of Articles of Incorporation. The Corporation reserves the right to amend the Articles in any manner now or hereafter permitted by the law, as provided by the Bylaws.

ARTICLE 7.

7.01 Organizing Director. The initial Board of Directors shall consist of one (1) Director. The number of Directors may be either increased or diminished from time to time by the Bylaws. The names and addresses of the initial Directors of this Corporation are:

Name

Address

George Randall McCoy 7 East Silver Springs Blvd., Ste. 208, Ocala, FL 34470.

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ARTICLE 8.

8.01 **Registered Agent and Registered Office.** The name and address of the initial Registered Agent of the Corporation is GEORGE RANDALL McCOY, whose mailing address is 7 East Silver Springs Blvd., Ste. 208, Ocala, FL 34470.

ARTICLE 9.

9.01 **Incorporator.** The name and address of the person signing these Articles is GEORGE RANDALL McCOY, whose mailing address is 7 East Silver Springs Blvd., Ste. 208, Ocala, FL 34470.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles this 4 day of December, 1998.


GEORGE RANDALL McCOY

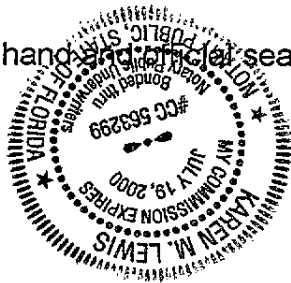
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STATE OF FLORIDA
COUNTY OF MARION

BEFORE ME, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared GEORGE RANDALL McCOY known to me and known by me to be the person who executed the foregoing Articles of Incorporation and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal this 4th day of December, 1998.



Karen M Lewis
Print Name: Karen M Lewis
Notary Public, State of Florida
Commission No.: CC 563299
My commission expires: 7-19-2000

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 DEC -8 PM 5:01

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

GEORGE RANDALL McCOY whose mailing address is 7 East Silver Springs Blvd., Ste. 208, Ocala, FL 34470 is the initial registered agent named in the Articles of Incorporation to accept service of process for **UNIVERSAL DEVELOPMENT OF OCALA, INC.**, a corporation organized under the laws of the State of Florida hereby accepts such appointment as registered agent at the place designated in this certificate.

DATED this 4 of December, 1998.



GEORGE RANDALL McCOY