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AUTHORIZATION : *Patricia Pignatelli*

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ORDER DATE : December 24, 1998

ORDER TIME : 11:18 AM

ORDER NO. : 078969-005

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CUSTOMER NO: 80472A

CUSTOMER: Seth Mann, Esq
SUMNER & MANN, P.A.
SUMNER & MANN, P.A.

14150 6th Street
Dade City, FL 33525

DOMESTIC FILING

NAME: FRED SIMMONS & ASSOCIATES,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Robert Maxwell

EXAMINER'S INITIALS:

FILED
98 DEC 24 PM 1:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION
OF
FRED SIMMONS & ASSOCIATES, INC.

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TALLAHASSEE, FLORIDA

ARTICLE I - Name

The name of this corporation is **FRED SIMMONS & ASSOCIATES, INC.**. The mailing address is P.O. Box 1006, Lacoochee, FL 33537 and the principal office address of the corporation is 35047 Smoke Tree Lane, Ridge Manor, FL 33537.

ARTICLE II - Duration

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

- (a) To engage in the business of insurance advising, sales and administration.
- (b) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.
- (c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on

any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue **one thousand (1,000)** shares of **ten cent (\$.10)** par value common stock. 10 shares to be issued to the sole Stockholder **FREDERICK A. SIMMONS**. The whole or any part of the capital stock of this corporation shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

ARTICLE V - Preemptive Rights

No Preemptive Rights

ARTICLE VI - Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation is **FRED A. SIMMONS**, 35047 Smoke Tree Lane, Ridge Manor, FL 33537.

ARTICLE VII - Initial Board of Directors and Officers

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one

(1). The name and address of the initial directors and officers of this corporation are:

<u>Name and Address</u>	<u>Office</u>
FREDERICK A. SIMMONS 35047 Smoke Tree Lane Ridge Manor, FL 33523	President And Director

ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles are:

FREDERICK A. SIMMONS
35047 Smoke Tree Lane
Ridge Manor, FL 33523

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - Subscribers

Shares of capital stock of this corporation shall be issued initially as follows:

<u>Name and Address</u>	<u>Number of Shares</u>
FREDERICK A. SIMMONS	10

ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

Every shareholder who desires to sell or transfer his stock to someone other than an immediate family member shall be required to offer, in writing, to sell to the Board of Directors the number of shares of stock held by him at and for the book value of the stock as determined, without deduction from the book value for depreciation on the depreciable assets of the Corporation, and any such shareholder, his personal representatives, legatees, or assigns shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the Board of Directors. In the event the Board of Directors shall fail to purchase the stock as herein above provided, then such shareholder, his personal representatives, legatees, or assigns must offer said shares to the other shareholders of record, pro rata, with each shareholder having the right to purchase, pro rata, the shares not purchased by other shareholders; if the shares are not purchased in the manner herein described, the shareholder may hold the shares of stock or sell or transfer them to any person or persons, the shares to be held absolutely, free from the conditions and restrictions contained or referred to in this provision. This section is limited in that the majority shareholder can not transfer controlling interest to anyone except the shareholder currently owning the second highest number of shares.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this Corporation, unless and until all the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this Corporation, until the

shares are regularly transferred to him on the books of this Corporation.

ARTICLE XII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XV - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles
of Incorporation, this 21 day of December, 1998.

[Signature]
Witness:

[Signature]
Witness:

[Signature] (SEAL)
FREDERICK A. SIMMONS

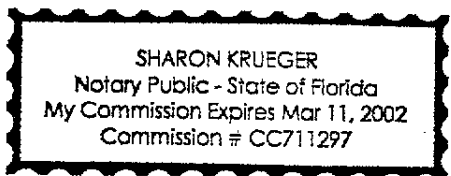
STATE OF FLORIDA
COUNTY OF PASCO

On this 21 day of December, 1998, **FREDERICK A. SIMMONS**, who:

☒ is personally known to me; or

☐ has produced _____
as identification;

personally appeared before me and acknowledged before me that he executed the foregoing
Articles of Incorporation.



[Signature]
(Signature of Notary Public)

Sharon Krueger
(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. CC711297
My Commission Expires: 3-11-02

ACCEPTANCE OF REGISTERED AGENT

I, **FREDERICK A. SIMMONS**, 35047 Smoke Tree Lane, Ridge Manor, FL 33523, having been named in these Articles of Incorporation of **FRED SIMMONS & ASSOCIATES, INC.**, to accept service of process for the within stated Corporation, at the place designated above, 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 further state that I am familiar with, and accept, all of the obligations of the position of registered agent.

Dated this 21 day of December, 1998.

Frederick A. Simmons
FREDERICK A. SIMMONS
Registered Agent

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA