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MARGARET B. AUSLEY

Requestor's Name

Ausley & McMullen
227 South Calhoun Street

Address

Tallahassee, FL 32301

425-5318

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS
Profit
NonProfit
Limited Liability
Domestication
Other

AMENDMENTS
Amendment
Resignation of R.A., Officer/Director
Change of Registered Agent
Dissolution/Withdrawal
Merger

OTHER FILINGS
Annual Report
Fictitious Name
Name Reservation

REGISTRATION/ QUALIFICATION
Foreign
Limited Partnership
Reinstatement
Trademark
Other

FILED
99 JAN -6 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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RECEIVED
DIVISION OF CORPORATE
TALLAHASSEE, FLORIDA
99 JAN -6 PM 12:12

Examiner's Initials

ARTICLES OF INCORPORATION
OF
BFC OF TALLAHASSEE, INC.

FILED
99 JAN -6 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

ARTICLE I.
Name and Principal Office

The name of this Corporation shall be BFC OF TALLAHASSEE, INC. The principal place of business and mailing address of this Corporation is 1400 Village Square Boulevard, Suite 13, Tallahassee, Florida 32312.

ARTICLE II.
Nature of Business

The Corporation is organized for the purpose of engaging in any or all activity or business permitted under the Florida Professional Services Corporation Act for retail sales and related activities.

ARTICLE III.
Stock

The authorized capital stock of this Corporation shall consist of 10 shares of common stock with a par value of \$10.00 per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors but not less than par value. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights

of first refusal, buy and sell agreements, or any other lawful form of agreements.

**ARTICLE IV.
Powers**

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**ARTICLE V.
Incorporators**

The names and street addresses of the Incorporators of this Corporation are as follows:

Glenda A. White
1400 Village Square Boulevard
Suite 13
Tallahassee, FL 32312

Ralph W. White
1400 Village Square Boulevard
Suite 13
Tallahassee, FL 32312

**ARTICLE VI.
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**ARTICLE VII.
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 227 South Calhoun Street, Tallahassee, Florida 32312. The name of the initial Registered Agent of the Corporation at the above address shall be Margaret B. Ausley. The Board of Directors may from time to time

change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**ARTICLE VIII.
Number of Directors**

This Corporation shall have no less than three Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**ARTICLE IX.
Initial Board of Directors**

The initial Board of Directors shall consist of three persons. The names and street addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the first annual meeting of the Shareholders and thereafter until their successors are elected are as follows:

Glenda A. White
1400 Village Square Boulevard
Suite 13
Tallahassee, FL 32312

Ralph W. White
1400 Village Square Boulevard
Suite 13
Tallahassee, FL 32312

Debra Kelly
1400 Village Square Boulevard
Suite 13
Tallahassee, FL 32312

**ARTICLE X.
Officers**

The Corporation shall have a president, a secretary and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant

secretaries and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President Glenda A. White
 1400 Village Square Boulevard
 Suite 13
 Tallahassee, FL 32312

Secretary and Ralph W. White
Treasurer 1400 Village Square Boulevard
 Suite 13
 Tallahassee, FL 32312

**ARTICLE XI.
Transactions In Which Directors
Or Officers Are Interested**

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors or officers or have a financial interest shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII. Financial Information


The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders. Nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

ARTICLE XIII. Amendment

These Articles of Incorporation may be amended only by: (a) a unanimous affirmative vote of the holders of all of the shares of the Corporation issued, outstanding, and entitled to vote, or (b)

as otherwise allowed by law. All rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, have executed these Articles of Incorporation this 6th day of January, 1999.



GLENDA A. WHITE
Incorporator



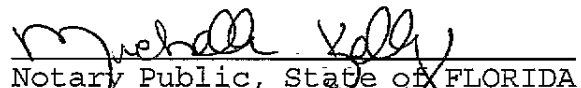
RALPH W. WHITE
Incorporator

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by GLENDA A. WHITE, who is personally known to me or who presented personally known as identification.



Michelle Kelly
MY COMMISSION # CC534159 EXPIRES
April 6, 2000
BONDED THRU TROY FAIR INSURANCE, INC.



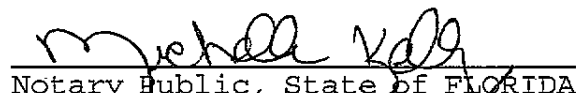
Notary Public, State of FLORIDA

STATE OF FLORIDA
COUNTY OF LEON

The foregoing instrument was acknowledged before me this 6th day of January, 1999, by RALPH W. WHITE, who is personally known to me or who presented personally known as identification.



Michelle Kelly
MY COMMISSION # CC534159 EXPIRES
April 6, 2000
BONDED THRU TROY FAIR INSURANCE, INC.

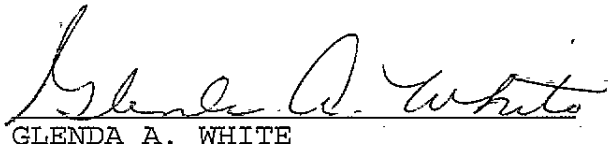


Notary Public, State of FLORIDA

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

In compliance with Florida Statutes, Sections 48.091 and 607.0501, the following is submitted:

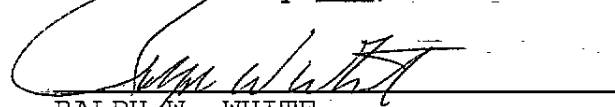
BFC OF TALLAHASSEE, INC., desiring to organize as a corporation under the laws of the state of Florida, has designated 227 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named Margaret B. Ausley, located at said address, as its initial Registered Agent.



GLEND A. WHITE

Incorporator

Date: January 6th, 1999

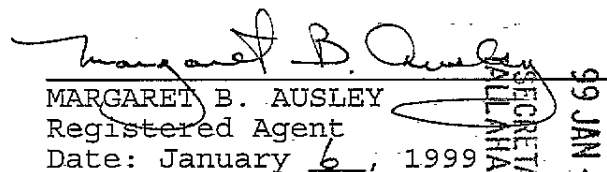


RALPH W. WHITE

Incorporator

Date: January 6th, 1999

Having been named Registered Agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



MARGARET B. AUSLEY

Registered Agent

Date: January 6, 1999

99 JAN -6 PM 3:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA