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WEBBER B. HAINES (1906-1995)

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WILLIAM A. WALKER II
HAROLD A. WARD, III
W. GRAHAM WHITE
VICTOR E. WOODMAN

REPLY TO:
Orlando

January 29, 1999

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

600002762316--8
-02/02/99--01084--018
*****78.75 *****78.75

EFFECTIVE DATE
1-29-99

Re: 1210 St. Johns Corporation

Dear Sir/Madam:

Enclosed please find the following documents pursuant to the incorporation of the above referenced corporation:

1. Executed Articles of Incorporation;
2. Copy of the executed Articles of Incorporation to be certified and returned; and
3. A check in the amount of \$78.75 to cover filing fee and certified copy.

Thank you for your assistance in this matter. Should you have any questions or comments, please contact me at the above number.

Sincerely,

M. Deborah Fricke

M. Deborah Fricke
Corporate Legal Assistant

:df
enclosures

FILED
99 FEB -2 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

[Handwritten signature]

**ARTICLES OF INCORPORATION
OF
1210 ST. JOHNS CORPORATION**

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The undersigned incorporator, being a person competent to contract, subscribes to these Articles of Incorporation to form a Corporation for profit under the laws of the State of Florida.

ARTICLE I - Name

The name of this corporation shall be:

1210 ST. JOHNS CORPORATION

EFFECTIVE DATE
1-29-99

ARTICLE II - Business and Activities

This Corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States and of the State of Florida. The primary initial activity of this corporation will be to own and lease the real property located at 1210 St. Johns Avenue, Palatka, Florida, formerly known as Gem City Cleaners.

ARTICLE III - Capital Stock

The authorized capital stock of this Corporation and the maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

ARTICLE IV - Term of Existence

The effective date upon which this Corporation shall come into existence shall be January 29, 1999, and it shall exist perpetually thereafter unless dissolved according to law.

ARTICLE V - Initial Corporate Office;
Initial Registered Office and Agent

The street address of the initial corporate office of this Corporation is 2171 Glencoe Road, Winter Park, Florida 32789-6034 and the mailing address of the initial corporate office of this

Corporation is P.O. Box 2912, Winter Park, Florida 32790. The street address of the initial registered office of this Corporation is 2171 Glencoe Road, Winter Park, Florida 32789-6034 and the name of the initial registered agent of this Corporation at that address is William A. Walker II.

ARTICLE VI - Directors

A. The initial number of Directors of this Corporation shall be two (2).

B. The number of Directors may be either increased or diminished from time to time by the Board of Directors or the Shareholders in accordance with the By-Laws of this Corporation. In no event, however, shall the number of Directors be less than one (1).

C. Directors, as such, shall receive such compensation for their services, if any, as may be set by the Board of Directors at any annual or special meeting thereof. The Board of Directors may authorize and require the payment of reasonable expenses incurred by Directors in attending meetings of the Board of Directors.

D. Nothing in this Article shall be construed to preclude the Directors from serving the Corporation in any other capacity and receiving compensation therefor.

E. The name and street address of the initial members of the Board of Directors, to hold office until the first annual meeting of the Shareholders of this Corporation or until their successors are elected or appointed and have qualified, are:

<u>Name</u>	<u>Address</u>
William A. Walker II	2171 Glencoe Road Winter Park, Florida 32789-6034
W. A. Walker	424 S. 19 th Street Palatka, Florida 32177

F. Any Director may be removed from office by the holders of a majority of the stock entitled to vote thereon at any annual or special meeting of the Shareholders of this Corporation, for any cause deemed sufficient by such Shareholders.

G. In case one or more vacancies shall occur in the Board of Directors by reason of death, resignation or otherwise, the vacancies shall be filled by the Shareholders of this Corporation at their next annual meeting or at a special meeting called for the purpose of filling such vacancies; provided, however, any vacancy may be filled by the remaining Directors until the Shareholders have acted to fill the vacancy.

ARTICLE VII - Indemnification of Directors, Officers,
Employees and Agents

A. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action, suit or proceeding whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as Director, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such claim, action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct unlawful. The termination of any claim, action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner in which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

B. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact he is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such claim, action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duties to the Corporation unless and only to the extent that the court of equity or the court of which such claim, action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court of equity or other such court shall deem proper.

C. To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any claim, action, suit or proceeding referred to in sections A and B hereof, or in defense of any claims, issue or matter therein, he shall be indemnified against the expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful (on the merits or otherwise) on any other claim, issue or matter in any such claim, action, suit or proceeding.

D. Any indemnification under sections A and B above (unless ordered by a court), shall be made by the Corporation only as authorized in the specific case upon a determination that

indemnification of the Director, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in sections A and B above. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (c) by the Shareholders.

E. Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized by the Board of Directors in the specific case upon receipt of an undertaking by or on behalf of the Director, officer, employee or agent to repay such amounts unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article.

F. The indemnification provided by this Article shall not be deemed exclusive of any other right to which those indemnified may be entitled under any statute, rule of law, provision of certificate of incorporation, by-law, agreement, vote of Shareholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity, by holding such office, and shall continue as to a person who has ceased to be a Director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person. Where such other provision provides broader rights of indemnification than these by-laws, said other provisions shall control.

G. All references in this Article to a Director, officer, employee or agent of the Corporation shall be deemed to include any director, officer, employee or agent of corporations which are majority-owned subsidiaries of this Corporation.

H. The Corporation shall have power to purchase and maintain insurance on behalf of any person who is or was a Director, officer, employee or agent of the Corporation as a Director, partner, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

I. The invalidity or unenforceability of any provision hereof shall not in any way affect the remaining portions hereof, which shall continue in full force and effect.

ARTICLE VIII - Incorporator

The name and street address of the Incorporator signing these Articles is:

Name

Address

William A. Walker II

2171 Glencoe Road
Winter Park, Florida 32789-6034

ARTICLE IX - Lost or Destroyed Certificates

Stock certificates to replace lost or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the By-Laws of this Corporation.

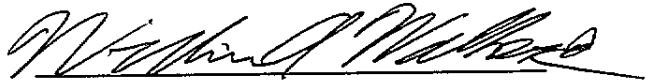
ARTICLE X - Amendment to Articles

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Shareholders, and approved at a Shareholders' meeting by the holders of a majority of the stock issued and entitled to be voted, unless all the Directors and all the Shareholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.

ARTICLE XI - By-Laws

The power to adopt, alter, amend or repeal By-Laws of this Corporation shall be vested in the Shareholders or the Board of Directors of this Corporation; provided, however, that any By-Laws adopted by the Directors which are inconsistent with any By-Laws adopted by the Shareholders shall be void, and the Directors may not alter, amend or repeal any By-Laws adopted by the Shareholders.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 29th day of January, 1999.


William A. Walker II

STATE OF FLORIDA

COUNTY OF ORANGE

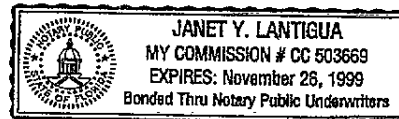
The foregoing instrument was acknowledged before me this 12th day of January, 1999 by William A. Walker II, who ☒ is personally known to me or ☐ has produced _____ as identification and [did/did not] take an oath.

Janet Y. Lantigua
NOTARY SIGNATURE

Janet Y. Lantigua
NOTARY NAME PRINTED

Notary Public

My Commission Expires:



ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the initial Registered Agent of 1210 ST. JOHNS CORPORATION.

William A. Walker II
William A. Walker II

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SECRETARY OF STATE
TALLAHASSEE FLORIDA