

P99000019152

TRANSMITTAL LETTER

Department of State

Division of Corporations

P. O. Box 6327

Tallahassee, FL 32314

900002787619--3  
-02/25/99--01083--007  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

SUBJECT Alex Sirum GMC Motorhomes, Inc.  
(Proposed Corporate Name)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for \$ 70.00.

FROM: James N. Tyler, M.B.A.  
504 S.W. 2nd Ave.  
Okeechobee, FL 34974

per Janet T.

(941) 467-4200

FAX # (941) 357-6233

NOTE: Please provide the original and one copy of the articles.

FILED  
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TALLAHASSEE, FLORIDA

James Tyler GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT 10/2/99  
DATE 3/1/99  
DOC. EXAM T.A.

T.A. - 3/1/99

504 S.W. 2nd Ave  
Okeechobee, FL 34974

ARTICLES OF INCORPORATION

of

ALEX SIRUM GMC MOTORHOMES, INC.

THE UNDERSIGNED, FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA GENERAL CORPORATION ACT, DO HEREBY ADOPT THE FOLLOWING ARTICLES OF INCORPORATION:

ARTICLE I

THE NAME OF THE CORPORATION IS:

ALEX SIRUM GMC MOTORHOMES, INC.

ARTICLE II

THE DURATION OF THE CORPORATON IS PERPETUAL.

ARTICLE III

THE GENERAL PURPOSES FOR WHICH THE CORPORATION IS ORGANIZED ARE:

1.) TO SUCH EXTEND AS A CORPORATION ORGANIZED UNDER THE BUSINESS CORPORATION LAW OF THIS STATE MAY NOW OR HEREAFTER LAWFULLY DO, TO DO, EITHER AS PRINCIPAL OR AGENT AND EITHER ALONE OR IN CONNECTION WITH OTHER CORPORATIONS, FIRMS, OR INDIVIDUALS ALL AND EVERYTHING NECESSARY, SUITABLE, CONVENIENT, OR PROPER FOR, OR IN CONNECTION WITH, OR INCIDENT TO, THE ACCOMPLISHMENT OF ANY OF THE ATTAINMENT OF ANY MORE OF THE OBJECTS HEREIN ENUMERATED, OR DESIGNED DIRECTLY OR INDIRECTLY TO PROMOTE THE INTERESTS OF THIS CORPORATION OR TO ENHANCE THE VALUE OF ITS PROPERTIES; AND IN GENERAL TO DO ANY AND ALL THINGS AND EXERCISE ANY AND ALL POWERS, RIGHTS, AND PRIVILIGES WHICH A CORPORATION MAY NOW OR HEREAFTER BE ORGANIZED TO DO OR TO EXERCISE UNDER THE BUSINESS CORPORATION LAW OF THIS STATE OR UNDER ANY ACT AMENDATORY THEREOF, SUPPLEMENTAL THERETO, OR SUBSTITUED THEREFORE.

2.) TO DO SUCH THINGS THAT ARE INCIDENTAL TO THE FOREGOING OR NECESSARY OR DESIRABLE IN ORDER TO ACCOMPLISH

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THE FOREGOING.

#### ARTICLE IV

THE AGGREGATE NUMBER OF SHARES WHICH THE CORPORATION IS AUTHORIZED TO ISSUE IS FIVE HUNDRED (500). SUCH SHARES SHALL BE OF A SINGLE CLASS, AND SHALL HAVE \$1.00 PAR VALUE.

EVERY SHAREHOLDER, UPON SALE FOR CASH OF ANY NEW STOCK OF THIS CORPORATION, SHALL HAVE THE RIGHT TO PURCHASE HIS PRO RATA SHARE (AS NEARLY AS MAY BE DONE WITHOUT ISSUANCE OF FRACTIONAL SHARES) AT THE PRICE AT WHICH IT IS OFFERED TO OTHERS.

THE CORPORATION IS AUTHORIZED TO ISSUE ONLY ONE CLASS OF STOCK, AND ALL ISSUED STOCK SHALL BE HELD OF RECORD BY NOT MORE THAN THIRTY-FIVE (35) PERSONS. STOCK SHALL BE ISSUED AND TRANSFERABLE ONLY TO NATURAL PERSONS WHO ARE NOT NONRESIDENT ALIENS.

#### ARTICLE V

THE ADDRESS OF THE INITIAL REGISTERED OFFICE IS:  
504 SW 2nd Avenue, Okeechobee, FL 34974.  
THE NAME OF ITS INITIAL RESIDENT AGENT IS: JAMES N. TYLER.  
THE CORPORATION OPERATING ADDRESS IS:  
1800 HIGHWAY 70 EAST, OKEECHOBEE, FL. 34972

#### ARTICLE VI

THE DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS: JAMES N. TYLER,  
504 SW 2nd Avenue, Okeechobee, FL 34974.

#### ARTICLE VII

DIRECTORS - REMOVAL BY STOCKHOLDERS. THE STOCKHOLDERS SHALL HAVE THE RIGHT AT ANY REGULAR MEETING, OR AT ANY SPECIAL MEETING CALLED FOR SUCH PURPOSE, TO REMOVE ANY DIRECTOR OF THE CORPORATION WITH OR WITHOUT CAUSE.

#### ARTICLE VIII

DIRECTORS - INDEMNIFICATION. THE CORPORATION SHALL INDEMNIFY ANY OFFICER OR DIRECTOR, OR ANY FORMER OFFICER OR DIRECTOR TO THE FULL EXTENT PERMITTED BY LAW.

#### ARTICLE IX

STOCKHOLDERS - MEETING. THE PRESENCE, AT ANY STOCKHOLDER'S MEETING, IN PERSON OR BY PROXY, OF PERSONS ENTITLED TO VOTE ALL OF THE SHARES OF THE CORPORATION THEN ISSUED AND OUTSTANDING SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS.

THE AFFIRMATIVE VOTE OF THE OUTSTANDING SHARES OF THE CORPORATION SHALL BE CONSIDERED THE ACT OF THE STOCKHOLDERS.  
ARTICLE X

DIRECTORS - MEETINGS. ALL OF THE AUTHORIZED NUMBER OF DIRECTORS SHALL CONSTITUTE A QUORUM OF THE BOARD OF DIRECTORS FOR THE TRANSACTION OF BUSINESS.

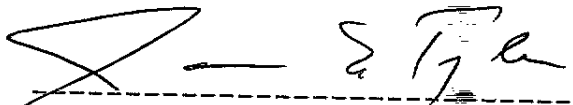
THE CONSENT OF ALL OF THE DIRECTORS SHALL BE REQUIRED TO CONSTITUTE ANY ACT OR DECISION OF THE BOARD OF DIRECTORS.

ARTICLE XI

THE NAME AND THE ADDRESS OF THE INCORPORATOR IS:  
JAMES N. TYLER

504 SW 2nd Avenue  
OKEECHOBEE, FL. 34974

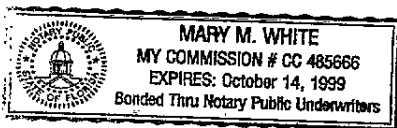
ON THIS 13<sup>th</sup> days OF February ~~1998~~ 1999  
EXECUTED BY THE UNDERSIGNED AT OKEECHOBEE, FLORIDA

  
-----  
JAMES N. TYLER

STATE OF FLORIDA  
COUNTY OF OKEECHOBEE;

BEFORE ME THE UNDERSIGNED AUTHORITY AUTHORIZED TO  
ADMINISTER OATHS AND TAKE ACKNOWLEDGEMENTS PERSONALLY  
APPEARED JAMES N. TYLER, ON THE 1<sup>ST</sup> DAY OF  
FEBRUARY 1999 AND WHO AFTER BEING DULY CAUTIONED  
AND SWORN DEPOSED AND STATED THAT THEY EXECUTED THE SAME  
FOR THE PURPOSE EXPRESSED THEREIN.

SWORN TO AND SUBSCRIBED BEFORE ME THIS 1<sup>ST</sup>  
DAY OF FEBRUARY, 1999.



*Mary M. White*  
NOTARY PUBLIC

CONSENT OF RESIDENT AGENT TO ACCEPT SERVICE

JAMES N. TYLER, HEREBY AGREES TO BE THE RESIDENT  
AGENT FOR:  
ALEX SIRUM GMC MOTORHOMES, INC.  
AND FURTHER HEREBY AGREES TO ACCEPT ANY AND ALL  
CORRESPONDENCE DIRECTED TO SAID CORPORATION ADDRESSED TO  
THE REGISTERED OFFICE AT:  
504 SW 2nd Avenue  
OKEECHOBEE, FL. 34974

*James N. Tyler*  
JAMES N. TYLER

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