

TRANSMITTAL LETTER

P99000052578

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

SUBJECT: Scott-Anderson Enterprise, Inc.  
(Proposed corporate name - must include suffix)

800002900468--8  
-06/10/99--01038--007  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00 Filing Fee	<input type="checkbox"/> \$78.75 Filing Fee & Certificate of Status	<input checked="" type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
<b>ADDITIONAL COPY REQUIRED</b>			

RECEIVED

99 JUN 10 AM 10:59

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FROM:

Ann C. Proctor  
Name (Printed or typed)

11225 Emerald Dr  
Address

Tally FL 01  
City, State & Zip

(850) 877-0246  
Daytime Telephone number

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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APPROVED  
AND  
FILED

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

*[Handwritten signature]*

## **ARTICLES OF INCORPORATION**

**OF**

### **SCOTT-ANDERSON ENTERPRISE, INC.**

The undersigned desiring to form a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

#### **ARTICLE I: NAME**

The name of the corporation is Scott-Anderson Enterprise, Inc.

#### **ARTICLE II: PURPOSE**

This corporation is organized for the purpose of transacting all lawful business.

#### **ARTICLE III: PRINCIPAL OFFICE**

The street address of the principal office is 1350 Causey Lane, Jacksonville, Florida 32225. The mailing address of Scott-Anderson Enterprise, Inc., is also the same as the street address for the principal office.

#### **ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 200 West Forsyth Street, Suite 800, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at the address is Ava L. Parker.

#### **ARTICLE V: DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these

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Articles are filed.

## **ARTICLE VI: CAPITAL STOCK**

- (a) Authorized Shares. This corporation is authorized to issue seven hundred shares of stock all of which will be of the same class. The par value shall be \$1.00 per share.
- (b) Preemptive Rights. Shareholders shall have no preemptive rights.
- (c) Capital Stock. The capital of the corporation shall be at least equal to the sum of the aggregate par value of all issued shares having par value, plus such amounts as, from time to time, by resolution of the Board of Directors, may be transferred thereto.
- (d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.
- (e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.
- (f) Cumulative Voting. Cumulative voting shall not be permitted.
- (g) Restrictions on Transfer of Stock. The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as allowed by law.
- (h) Transferability. The transferability of all issued and outstanding stock shall be governed by the attached Shareholder Agreement.

## **ARTICLE VII: DIRECTORS**

(a) Number. The corporation shall have seven (7) directors initially. The number of directors may be increased from time to time in the bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

- |    |   |                |
|----|---|----------------|
| 1. | Jean Rose Graham Jones<br>1350 Causey Lane<br>Jacksonville, Florida 32225 | President      |
| 2. | Charlie Jones, Jr.<br>1350 Causey Lane<br>Jacksonville, Florida 32225     | Vice President |
| 3. | Loberta Bartley<br>4933 Locksley Street<br>Jacksonville, Florida 32208    | Secretary      |
| 4. | Alice Lucille Graham<br>1414 Causey Lane<br>Jacksonville, Florida 32225   | Treasurer      |
| 5. | Adrian Williams<br>1414 Causey Lane<br>Jacksonville, Florida 32225        | Board Member   |
| 6. | Barbara McGriff<br>3546 Clyde Drive<br>Jacksonville, Florida 32208        | Board Member   |
| 7. | Willie Bartley<br>5003 Locksley Street<br>Jacksonville, Florida 32208     | Board Member   |

(c) Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in another capacity and receive compensation therefor

in any form.

(d) Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### **ARTICLE VIII: BYLAWS**

The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

#### **ARTICLE IX: INCORPORATOR**

The names and street addresses of the incorporators of this corporation are:

Jean Rose Graham Jones  
1350 Causey Lane  
Jacksonville, Florida 32225

Charlie Jones, Jr.  
1350 Causey Lane  
Jacksonville, Florida 32225

Loberta Bartley  
4933 Locksley Street  
Jacksonville, Florida 32208


Alice Lucille Graham  
1414 Causey Lane  
Jacksonville, Florida 32225


Barbara McGriff  
3546 Clyde Drive  
Jacksonville, Florida 32208


Willie Bartley  
5003 Locksley Street  
Jacksonville, Florida 32208


Adrian Williams  
1414 Causey Lane  
Jacksonville, Florida 32225

IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these Articles  
of Incorporation as of this 24 day of May, 1999.

  
Jean Rose Graham Jones


  
Charlie Jones, Jr.

  
Loberta Bartley

  
Alice Lucille Graham

  
Barbara McGriff

  
Adrian Williams

  
Willie Bartley

**CERTIFICATE OF DESIGNATION**

**Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501 Florida Statutes, the undersigned corporation,  
organized under the laws of the State of Florida, submits the following statement in designating  
the Registered Office/Registered Agent in the State of Florida:

1. The name of the corporation is Scott-Anderson Enterprise, Inc.
2. The name of the Registered Agent is Ava L. Parker. The street and mailing address of the Registered Office is 200 West Forsyth Street, Suite 800, Jacksonville, FL 32202.

**HAVING BEEN NAMED**, as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

Dated on 24 day of May, 1999.

  
Ava L. Parker, Registered Agent

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