

Law Firm
of
Boyd, Lindsey & Branch, P.A.

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REPLY TO:
POST OFFICE BOX 14267
TALLAHASSEE, FLORIDA 32317

P99000066

Memorandum

To: Secretary of State
From: William H. Branch, Esquire
Date: July 26, 1999
Re: Doris Mathis Realty

Call when ready

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99 JUL 26 AM 8:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is a check in the amount of \$87.50 for the filing of the attached Articles of Incorporation of Doris Mathis Realty, Inc. and a Certificate of Status. Also enclosed is an extra copy to be certified and returned to our office. If there is a problem, please call us immediately.

Please call Monique when these items are ready to be picked up.

WHB:mm

Enclosures

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
Doris Mathis Realty, Inc.**

Pursuant to Section 607.0202, Florida Statutes, these articles of incorporation provide that:

**ARTICLE ONE
NAME**

The name of the corporation is Doris Mathis Realty, Inc., whose mailing address is 1949 Charlais Street, Tallahassee Florida 32311.

**ARTICLE TWO
CORPORATE DURATION**

The duration of the corporation is perpetual.

**ARTICLE THREE
PURPOSE OR PURPOSES**

The general purpose of this corporation is to have and to exercise all the power now or hereafter conferred by the laws of the State of Florida upon corporations organized pursuant to the laws under which the corporation is organized and any and all acts amendatory thereof and supplemental thereto.

**ARTICLE FOUR
CAPITAL STOCK**

The corporation is authorized to issue 100 shares of common stock of a par value of \$1.00 a share.

**ARTICLE FIVE
ISSUANCE OF STOCK**

At any time and from time to time when authorized by resolution of the board of directions and without any action by its stockholders, the corporation may issue or sell any shares of its capital stock of any class, whether out of the unissued shares authorized by the articles of incorporation of the corporation as originally filed or by any amendment thereof, or out of shares of

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its stock acquired after the issue, and whether or not the shares issued or sold shall confer upon the holders of them the right to exchange such shares for other shares of stock of the corporation of any class or classes. The corporation may receive in payment, in whole or in part, for any shares of its stock issued or sold by it, cash, labor done, personal property or real property, or leases thereof, and in the absence of actual fraud in the transaction, the judgment of the directors of the corporation as to the value of the labor, property, real estate, or lease thereof so received, shall be conclusive.

ARTICLE SIX PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

1. Any stock of any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the articles of incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash, labor done, personal property, or real property or leases thereof; or

2. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or

purchase from the corporation any shares of its stock of any class or classes.

**ARTICLE SEVEN
STOCK TRANSFERS**

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of the corporation without first offering such shares for sale to the corporation at the net asset value thereof. Such offer shall be in writing, signed by the shareholder; shall be sent by registered or certified mail to the corporation at its principal place of business; and shall remain open for acceptance by the corporation for a period of thirty (30) days from the date of mailing. If the corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of his or her shares as he or she may see fit.

On the death of any shareholder, the corporation shall have the right to purchase all shares owned by such shareholder immediately prior to his or her death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each shareholder.

Each share certificate issued by the corporation shall have printed or stamped on it the following legend: "These shares are held subject to certain transfer restrictions imposed by the articles of incorporation of the corporation. A copy of such articles is on file at the principal office of the corporation."

**ARTICLE EIGHT
DIRECTORS**

The business of the corporation shall be managed and conducted by a board of not less than one and not more than three directors. The number shall be fixed by the bylaws and may be changed from time to time. The name and address of each member of the first board of directors are as follows:

Doris Mathis
1949 Charlais Street
Tallahassee, Florida 32311

**ARTICLE NINE
DIRECTORS - INDEMNIFICATION**

(a) The corporation shall indemnify any person who was or is a party or is threatened to made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative or investigative, by reason of the fact that he or she 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, 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 or her in connection with such action, suit, or proceeding, including any appeal thereof, if he or she acted in good faith or in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and with respect to any criminal action or proceeding, if he or she had no reasonable cause to believe such conduct was unlawful. However, with respect to any action by or in the right of the corporation to

procure a judgment in its favor, no indemnification shall be made in respect of any claim, issue, or matter as to which such person is adjudged liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors [subject to the approval of a majority of shareholders] that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination of any action, suit, or proceedings by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit, or proceedings, on a preliminary determination that the director, officer, employee, or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the director, officer, employee, or agent to repay such amount, unless it is ultimately determined that he or she is entitled to be indemnified by the corporation as authorized in this section.

(b) The corporation shall also indemnify any director, officer, employee, or agent who has been successful on the merits

or otherwise, in defense of any action, suit or proceeding, or in defense of any claim, issue, or matter therein, against all expenses, including attorneys' fees, actually and reasonably incurred by him in connection therewith, without the necessity of an independent determination that such director, officer, employee, or agent met any appropriate standard of conduct.

(c) The indemnification provided for herein shall continue as to any 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 person.

(d) In addition to the indemnification provided for herein, the corporation shall have power to make any other or further indemnification, except an indemnification against gross negligence or willful misconduct, under any resolution or agreement duly adopted by a majority of disinterested directors, or duly authorized by a majority of shareholders.

(e) If any expenses or other amounts are paid by way of indemnification, otherwise than by court order or action by the shareholders, the corporation shall, not later than the time of delivery to the shareholders of written notice of the next annual meeting, unless such meeting is held within three months from the date of such payment, and, in any event, within fifteen months from the date of such payment, deliver by mail to each shareholder of record at the time entitled to vote for the election of directors, a statement specifying the persons paid, the amounts paid, and the nature and status at the time of such payment of the litigations or threatened litigation.

**ARTICLE ELEVEN
DIRECTORS - INSURANCE AGAINST PROFESSIONAL
LIABILITY**

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, or who is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him in any such capacity, or arising out of his or her status as such, whether or not the corporation would have authority to indemnify him or her against such liability under the provisions of these articles, or under law.

**ARTICLE TWELVE
REGISTERED AGENT**

The initial registered agent for this corporation is Doris Mathis, 1949 Charlais Street, Tallahassee, Florida 32311, who upon accepting this designation, agrees to comply with the provisions of Florida law with respect to keeping an office open for service of process.

**ARTICLE THIRTEEN
INCORPORATOR**

The name and street address of the incorporator is Doris Mathis, 1949 Charlais Street, Tallahassee, Florida 32311.

DATED on July 26, 1999.



DORIS MATHIS

STATE OF FLORIDA
COUNTY OF LEON

I hereby certify that on this day before me, an officer duly authorized in the above-mentioned state and county to take acknowledgments, personally appeared DORIS MATHIS, [] who is personally known to me to be the person described herein, or [x] who provided the following identification: Florida Diver License, and who executed the foregoing instrument and acknowledged before me that she executed the same and did not take an oath.

WITNESS my hand and official seal in the above-mentioned County and State this 26 day of July, 1999.

Felicia M. Moses
NOTARY PUBLIC
Felicia M. Moses
Printed Name

My Commission Expires:



Felicia M. Moses
MY COMMISSION # CC500677 EXPIRES
October 10, 1999
BONDED THRU TROY FAIR INSURANCE, INC.

99 JUL 26 AM 8:16
TALLAHASSEE, FLORIDA

FILED

CONSENT OF REGISTERED AGENT

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 this 26 day of July, 1999..

Doris Mathis
DORIS MATHIS