# THE UNITED STATES

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SEURETARY OF STATE TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE: 334485 4329325

AUTHORIZATION .-

ORDER DATE: August 9, 1999

ORDER TIME : 9:56 AM

CORPORATION

ORDER NO. : '334485-005

CUSTOMER NO: 4329325

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CUSTOMER: Jan D. Mccormick, Esq

BRANT MOORE MACDONALD & WELLS, BRANT MOORE MACDONALD & WELLS,

P. O. Box 4548

Jacksonville, FL 32201-4548

DOMESTIC FILING

NAME: RONNIE VAN ZANT, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION

CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_ CERTIFIED COPY

PLAIN STAMPED COPY

CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Jeanine Reynolds

EXAMINER'S INITIALS:

# ARTICLES OF INCORPORATION OF RONNIE VAN ZANT, INC.

FILED

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GEGALTARY OF STATE
TALLAHASSEE, FLORIDA

# ARTICLE I - NAME

The name of this Corporation is Ronnie Van Zant, Inc.

#### ARTICLE II - NATURE OF BUSINESS

The Corporation may engage in any activity or business permitted under the laws of the United States and of the State of Florida.

# ARTICLE III - CAPITAL STOCK; STOCKHOLDERS

The authorized capital of the Corporation shall be 15,000 shares of the common stock at a par value of \$1.00 per share. The initial stockholders and their respective shares of stock in the Corporation shall be as follows:

Judith Ann Jenness — 7,500 shares Melody Van Zant — 3,750 shares First Union National — 3,750 shares Bank, as Trustee of the Tammy Van Zant Clary Term Trust

## ARTICLE IV - TERM OF EXISTENCE

This Corporation is to exist perpetually.

## **ARTICLE V - PREEMPTIVE RIGHTS**

Every Stockholder, upon the sale for cash or other assets of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

# ARTICLE VI - PRINCIPAL OFFICE AND MAILING ADDRESS

The initial street address of the principal office and the mailing address of this Corporation is 1881 Beach Avenue, Atlantic Beach, Florida 32233. The Board of Directors may from time to time move the principal office to any other address in Florida.

# **ARTICLE VII - DIRECTORS**

This Corporation shall have three (3) Directors.

# **ARTICLE VIII - INITIAL DIRECTORS**

The names and street addresses of the members of the first Board of Directors are:

Judith Ann Jenness 1881 Beach Avenue Atlantic Beach, Florida 32233

Melody Van Zant 851 Beach Avenue Atlantic Beach, Florida 32233

Tammy Van Zant 1105 Ft. Clark Boulevard Apartment 1506 Gainesville, Florida 32606

# ARTICLE IX - MANAGEMENT OF THE CORPORATION

The Corporation shall be operated in accordance with the following provision, which may be amended only in accordance with Article XIII hereof:

- (a) The Board of Directors shall be comprised of the three original stockholders set forth in Article III above or each such stockholder's designee. In the event any of the original individual stockholders die or become incapacitated, then the beneficiary, heir or guardian of such deceased or incapacitated stockholder, as the case may be, shall serve as a Director or shall appoint a designee to serve as Director in their place.
- (b) The Corporation shall maintain a permanent position for a third party accountant/bookkeeper with responsibility for collection, distribution, and accounting for all revenues and expenses of the Corporation, with distributions to shareholders in proportion to their shareholder interests to be made no less than quarterly subject to the

availability of funds. Such accountant/bookkeeper shall not be related to any individual Director nor shall such accountant/bookkeeper be currently employed or engaged by any individual Director. The accountant shall report all material matters concerning the Corporation to the Board of Directors. Any appointment or change of accountant shall be determined by the Board of Directors.

- (c) No contracts shall be made by the officers of the Corporation involving a sum in excess of \$20,000 without the approval of a majority of the Board of Directors.
- (d) The named Officers of the Corporation shall be Judith Ann Jenness as President and Secretary, who shall be responsible for the day-to-day operations of the Corporation and shall promote, protect and preserve the Ronnie Van Zant name and property rights. Melody Van Zant and Tammy Van Zant Conner shall be the Vice Presidents, or their respective designees, together with such additional Officers as the Board of Directors may elect by majority vote.
  - (e) The Board of Directors shall meet at least once per calendar quarter.
- (f) So long as both Judith Ann Jenness and Tammy Van Zant Conner shall survive, there shall be no sale, transfer or conveyance of all or substantially all of the assets of the Corporation without the affirmative vote of in excess of seventy-five percent (75%) of the issued and outstanding shares of the Corporation.
- (g) The Directors shall cause an "S" election to be made by the Corporation for tax purposes.

#### **ARTICLE X - INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Judith Ann Jenness 1881 Beach Avenue Atlantic Beach, Florida 32233

# ARTICLE XI - SECTION 1244 STOCK

The Board of Directors is authorized to issue "Section 1244 Stock", as defined by Section 1244 of the Internal Revenue Code as the same may be amended from time to time.

# <u>ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT</u>

The street address of the initial registered office of this Corporation is 1881 Beach Avenue, Atlantic Beach, Florida 32233, and the name of the initial registered agent of this Corporation at that address is Judith Ann Jenness.

#### ARTICLE XIII - AMENDMENT

These Articles of Incorporation may be amended, altered, or changed at any time, and from time to time, only upon the affirmative vote of in excess of seventy-five percent (75%) of the issued and outstanding shares of the Corporation.

## ARTICLE XIV - EFFECTIVE DATE

The existence of this Corporation shall commence on the date of filing of these Articles of Incorporation with the Secretary of State.

REGISTERED AGENT'S ACCEPTANCE

The undersigned, by execution hereof, hereby accepts all of the duties and responsibilities of a Registered Agent for Ronnie Van Zant, Inc., a Florida corporation, in accordance with Florida Statutes, Section 607.0501.