

# Shea & Associates, P.A.

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J. Michael Shea, J.D.

August 1, 1999

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

600002953516--2  
-08/09/99--01021--008  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: HAY BARN, INC.

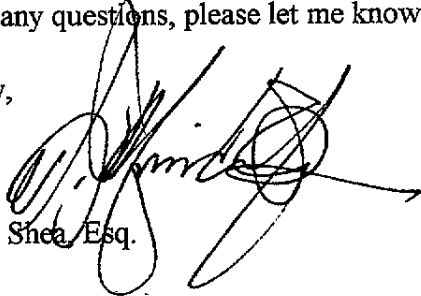
Dear Sir/Madame:

Enclosed is one (1) original and one (1) copy of the Articles of Incorporation for the above listed corporation. Please file the original in your office and send one certified copy back to us.

We are enclosing our check in the amount of \$122.50 covering the filing and certification of the Articles of Incorporation for the above listed corporation.

If you have any questions, please let me know. Your cooperation is greatly appreciated.

Respectfully,



J. Michael Shea, Esq.  
JMS/dg  
Enclosure

FILED  
99 AUG -9 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

CB  
8-13-99

**ARTICLES OF INCORPORATION  
OF  
HAY BARN, INC.**

**FILED**  
99 AUG -9 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation for profit, pursuant to Chapter 607, Florida Statutes, does hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be **HAY BARN, INC.**

**ARTICLE II - DURATION**

The corporation shall have perpetual existence commencing on filing these articles with the Secretary of State.

**ARTICLE III - NATURE OF BUSINESS**

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

**ARTICLE IV - CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of \$1.00 per share.

**ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of this corporation is 3602 Bay to Bay Boulevard, Tampa, Florida, 33629 and the name of the initial registered agent for this corporation at such address is J. Michael Shea, Esquire, 419 West Platt Street, Tampa, Florida, 33606.

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## **ARTICLE VI - QUORUM**

Unless otherwise provided for in the corporation's by-laws, a majority of the shares entitled to vote, represented in person or by proxy, shall be required to constitute a quorum at a meeting of shareholders.

## **ARTICLE VII - SPECIAL PROVISIONS**

It is the intent of the incorporator that the corporation will qualify under Section 1244 of the Internal Revenue Code.

## **ARTICLE VIII - DIRECTORS**

This corporation shall have one director initially. The number of Directors may be either increased or diminished from time to time in the manner provided in the by-laws, but shall never be less than one. The name and address of the initial director of the corporation who shall hold office until their successors are elected and have qualified, and their respective interest in this corporation is as follows:

**JOSEPH M. ZRELAK,  
PRESIDENT, SECRETARY, TREASURER  
3602 Bay to Bay Boulevard  
Tampa, Florida 33629  
One Hundred Percent Interest (100%)**

## **ARTICLE IX - INCORPORATORS**

The name and address of the corporations incorporator is:

**J. Michael Shea, Esquire  
419 West Platt Street  
Tampa, Florida 33606**

## **ARTICLE X - INDEMNIFICATION**

The corporation shall indemnify its officers, directors, and authorized agents for all liabilities incurred directly, indirectly or incidentally to services performed for the corporation to the fullest extent permitted under Florida law existing now or hereinafter enacted.

## **ARTICLE XI - PREEMPTIVE RIGHTS**

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, those shares of the common stock of this corporation which may be issued from time to time for money, property, or past services in addition to that stock authorized and issued shares of common stock held by the holder and all shares of common stock currently authorized and issued.

## **ARTICLE XII - AMENDMENT**

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 Stockholders, and approved at a Stockholder's meeting by a majority of the stock entitled to vote thereon unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 6 day of Aug, 1999.

  
\_\_\_\_\_  
J. MICHAEL SHEA, ESQUIRE  
Incorporator and Registered Agent

## REGISTERED AGENT DESIGNATION

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Dated: 6 Aug, 1999

  
J. MICHAEL SHEA, ESQUIRE

**FILED**  
99 AUG -9 PM 12:55  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA