

P99000074708

Requestor's Name

D. HALL
200 N. 5th St.

~~Lake Mary, FL 32746~~

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-08/16/99-01057-013
*****78.75 *****78.75

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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99 AUG 16 AM 8:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials

C.B.
8-23-99
6

**ARTICLES OF INCORPORATION
OF
SOUTHERN GENERAL LAND CO., INC.**

The undersigned incorporator, being competent to contract, subscribes to the Articles of Incorporation to form a corporation for profit under the laws of the State of Florida.

ARTICLE I - NAME - OFFICES

The name of the corporation shall be:

SOUTHERN GENERAL LAND CO., INC.

The principal office of the Corporation in the State of Florida shall be located in Seminole County, Florida at 198 N. 5th Street, Lake Mary, Florida 32746. The Corporation may have such other offices, either within or without the State of Florida as the Board of Director(s) may designate or as the business of the Corporation may dictate.

ARTICLE II - MAIL ADDRESS

The initial office address and mail address for the Corporation shall be:

Southern General Land Co., Inc.
200 N. 5th Street
Lake Mary, Florida 32746

ARTICLE III - NAME AND ADDRESS OF AGENT

The name and address for the agent of the company is as follows:

Donald A. Haun
200 N. 5th Street
Lake Mary, Florida 32746

ARTICLE IV - BUSINESS AND ACTIVITIES

This corporation may, and is authorized to, engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

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TALLAHASSEE FLORIDA

ARTICLE V – CAPITOL STOCK

The authorized capitol stock of this corporation and the maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time is TWENTY THOUSAND (20,000) shares of common stock having a par value of TEN DOLLARS AND NO CENTS (\$10.00).

ARTICLE VI – TERM OF EXISTENCE

The effective date upon which this corporation shall come into existence shall be the date these ARTICLES OF INCORPORATION are filed with the Office of the Secretary of State, and it shall exist perpetually thereafter unless dissolved according to Florida law.

ARTICLE VII – DIRECTOR (S)

- A. The initial Director (s) of the corporation are named herein below; the Directors must be appointed by a unanimous vote of the Shareholders of the corporation, and their removal must also be by unanimous vote of the Shareholders.
- B. The initial Director (s) of the corporation are:

Donald A. Haun
200 N. 5th Street
Lake Mary, Florida 32746
- C. Nothing in the Article shall be construed to preclude Director (s) from serving this corporation in any other capacity, and receiving compensation thereof.
- D. The DIRECTOR (S), as such, shall receive such compensation for their services as may be set by the Board Of Directors at any of their annual meetings, but shall become effective from the date of acceptance by majority vote of the shareholders.
- E. In case one or more vacancies occur on the board for any reason of death, resignation, or otherwise, the vacancies shall be filled by the shareholders of this corporation at their next annual meeting, or at a special meeting called for the purpose of filling such vacancies; provided, however; any vacancy may be filled by the remaining Director (s) until the shareholders have acted to fill the vacancies.

F. The Corporation shall adopt any recommendations by the Board of Directors, or a single Director, as per the following rules:

1. MAJORITY VOTE of the shareholders.
2. In the event a shareholder should become mentally incapacitated for any reason whatsoever, the remaining shareholders shall act in his behalf; their majority vote of all shareholders of the Corporation, including the shareholder that is incapacitated.

ARTICLE VIII – INCORPORATOR

The name and street address of the incorporator signing this Article is:

Donald A. Haun
200 N. 5th Street
Lake Mary, Florida 32746

ARTICLE IX – LOST OR DESTROYED CERTIFICATES

Stock certificates to replace lost, stolen or destroyed certificates shall be issued on such basis and according to such procedures as are from time to time provided for in the bylaws of the corporation.

ARTICLE X – AMENDMENT TO ARTICLES

These Articles of Incorporation may be amended in the manner provided by law. Any amendment recommended by the Board of Directors or a Shareholder, shall be proposed to them by the Shareholders, and approved at the annual Shareholders meeting by unanimous vote of the Shareholders.

ARTICLE XI – PREEMPTIVE RIGHTS

Every Shareholder, upon the sale of any additional stock of this Corporation, of any class, kind, or series, shall have the right to purchase his pro-rata share thereof at the price as is offered to others: Furthermore, if a Shareholder is unable to secure financing from outside sources, for any reason whatsoever, the Corporation shall lend the necessary funds for the Shareholder to maintain an interest of at least 100% based on his holdings prior to the additional sale of stock; financing shall be at the Prime interest rate as reported by the Wall Street Journal at the date of the offer, and the amortization period shall be 10 years, with monthly payments of principle and interest. The security for the loan herein described is the additional stock issued to the borrowing Shareholder; with the first monthly payment due sixty (60) days after the effective date of purchase.

ARTICLE XII - STOCK ISSUE

There shall remain forty percent (40%) of authorized common stock unissued until such time as the Board of Directors and Shareholders agree by majority vote, in their respective annual or special meetings to issue the remaining stock.

ARTICLE XIII - INDEMNITY

The Corporation shall indemnify its directors, officers and employees as follows:

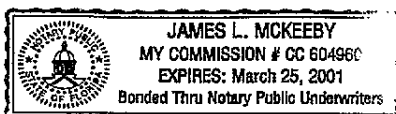
Every Director, Officer or Employee of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any lawful proceeding in which, he or she may become involved, by reason of his being or having been a Director, Officer of Employee of the Corporation or serving at the request of the Corporation as a Director, Officer, Employee, or Agent of the Corporation, except therein in such cases wherein the Director, Officer, Employee or Agent is adjudged guilty of a willful malfeasance in the performance of his or her duties.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 2nd day of August, 1999,
Donald A. Haun, (Donald A. Haun), Incorporator.

STATE OF FLORIDA, COUNTY OF Seminole

The foregoing instrument was acknowledged before me this 2nd day
of August, 1999 by Donald A. Haun who is
personally (known to me or identified by) personally known me on this 2nd
of August, 1999 by Donald A. Haun

SEAL



James L. McKeeby
NOTARY PUBLIC

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned hereby accepts the appointment to serve as the Registered Agent of
SOUTHERN GENERAL LAND CO., INC.

Signed: Donald A. Haun

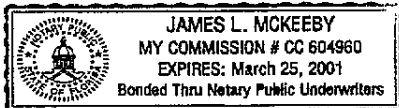
Dated: 8/2/99

Donald A. Haun

NOTARY PUBLIC

STATE OF FLORIDA, COUNTY OF SEMINOLE, the foregoing instrument was signed
before me this 2nd day of August, 1999 by Donald A.
Haun, who is (personally known by me, or identified by) on this 2nd day of
August, 1999.

SEAL



James L. McKeeby
NOTARY PUBLIC

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SECRETARY OF STATE
TALLAHASSEE FLORIDA