

P99 0000 87424

Duane C. Romanello, P.A.  
Attorneys at law  
1919-8 Blanding Blvd.  
Jacksonville, FL 32210

904-384-1441

Fax 904-384-4868  
[droman@alltel.net](mailto:droman@alltel.net)

September 28, 1999

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

500003002065--0  
-10/01/99--01005--004  
\*\*\*\*\*98.75 \*\*\*\*\*78.75

Re: THE GUTHRIE GROUP, INC.

To whom it may concern:

Please find enclosed an original and one copy of Articles of Incorporation of THE GUTHRIE GROUP, INC., and a check in the amount of \$98.75 for filing fees.

Please file the original of the enclosed Articles of Incorporation and return a certified copy to me for our records.

If you have any questions please do not hesitate to contact me.

Sincerely,



Duane Romanello

DCR/jk  
Enclosure

FILED  
99 SEP 30 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Duane Romanello GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT ART I  
DATE 10/4  
DOC. EXAM SCH

311  
10/4

**ARTICLES OF INCORPORATION  
OF**

**THE GUTHRIE FOUNDATION, INC.**

**FILED**  
99 SEP 30 PM 1:12  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of the corporation Shall be:

**THE GUTHRIE FOUNDATION, INC.**

The principal place of business of this corporation shall be **1100 Dorwinion Drive, Jacksonville, FL 32216** The mailing address for the corporation shall be **1100 Dorwinion Drive, Jacksonville, FL 32216**.

**ARTICLE II. 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 or nation.

**ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 100 shares of common stock having \$1.00 par value per share.

**ARTICLE IV. ADDRESS**

The street address of the initial registered office of the corporation shall be **1919-8 Blanding Blvd., Jacksonville, FL 32210** and the name of the initial registered agent of the corporation at that address is **Duane Romanello**.

**ARTICLE V. BOARD OF DIRECTORS**

The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have one Director initially. The number of Directors may be increased or decreased from time to time, by the By Laws.

The name and address of the persons who are to serve as Director until their successor or successors are elected and have qualified are:

| <u>NAME</u>         | <u>ADDRESS</u>                               |
|---------------------|--|
| Jason Brian Guthrie | 1100 Dorwinion Drive, Jacksonville, FL 32216 |

**ARTICLE VI. BY-LAWS**

The power to adopt, alter, amend or repeal By Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE VII. TERM OR EXISTENCE**

The corporation is to exist perpetually.

**ARTICLE VIII. PREEMPTIVE RIGHTS**

Every shareholder upon the sale for cash of any new stock of this corporation of the kind, class or series as that which he already holds, shall have the right to purchase his pro rate share thereof at the price at which it is offered to others.

**ARTICLE IX. SPECIAL PROVISION**

It is the intent of the incorporator that the corporation will qualify under section 1244 of the Internal Revenue Code and that the corporation will file as an "S" Corporation.

**ARTICLE X. OFFICERS**

The names and addresses of the initial officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

| <u>NAME</u>                | <u>ADDRESS</u>                               |
|----------------------------|--|
| Jason Brian Guthrie (Pres) | 1100 Dorwinion Drive, Jacksonville, FL 32216 |

**ARTICLE XI. INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is:

|                            |  |
|----------------------------|--|
| Jason Brian Guthrie (Pres) | 1100 Dorwinion Drive, Jacksonville, FL 32216 |
|----------------------------|--|

**ARTICLE XIII. AMENDMENTS**

These Articles of Incorporation may be amended at a special meeting of the Board of Directors and/or Shareholders of the corporation called for that purpose, by a majority vote of those present, after notice in writing of the exact wording of the proposed amendment.

**ARTICLE XIV. DISSOLUTION**

In the event of dissolution, the assets of the Corporation shall be distributed to the stockholders.

IN WITNESS WHEREOF, I, Jason Brian Guthrie, the undersigned subscribing incorporator, has hereunto set my/hand and seal this 7<sup>th</sup> day of September, 1999 for the purpose of forming this corporation.

  
Jason Brian Guthrie

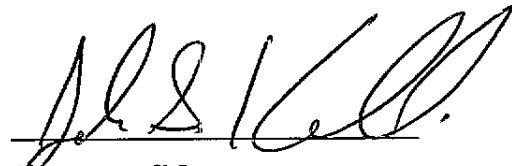
I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation.

  
Duane Romanello

**STATE OF FLORIDA**  
**COUNTY OF DUVAL**

BEFORE ME, a Notary public duly authorized in the state and county above named to take acknowledgments, personally appeared Jason Brian Guthrie to me well known to be the person described as a subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed and subscribed to these Articles of Incorporation and acknowledged his responsibilities as registered agent for said corporation.

WITNESS my hand and official seal in the county and state named above this 27<sup>th</sup> day of September, 1999.

  
\_\_\_\_\_  
Signature of Notary

My commission expires:

