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November 3, 1999

FILED  
99 NOV -4 10:59  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

500003035315--0  
-11/04/99-01074-003  
\*\*\*122.50 \*\*\*\*\*78.75

RE: Dominion Land, Inc.  
Our File No. 196.1

To Whom It May Concern:

Enclosed please find the original and one copy of the Articles of Incorporation of the above referenced corporation, together with our firm's check no.1459 in the amount of \$122.50 for payment of the following costs:

Filing Fees	\$ 35.00
Registered Agent Designation	\$ 35.00
Certified Copy	<u>\$ 52.50</u>
	\$122.50

Please file these Articles upon receipt and return a certified copy to us.

Thank you for your assistance with this matter and should you have any questions, please do not hesitate to give me a call

Sincerely,

ALBERT J. STOPKA, III, P.A.



Shannon L. Stopka,  
Paralegal

/sls  
Enclosure(s)

S. Thompson NOV 05 1999

ARTICLES OF INCORPORATION  
OF  
DOMINION LAND, INC.

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TALLAHASSEE FLORIDA

The undersigned, acting as incorporator of a Corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME AND ADDRESS

The name of this corporation is DOMINION LAND, INC. with a mailing and street address of the initial principal office of 201 Cobb Road, Panama City Beach, Florida 32413.

ARTICLE II - PURPOSE

This corporation is organized for the purpose of transacting any or all lawful business.

ARTICLE III - CAPITAL STOCK

This corporation is authorized to issue one hundred (100) shares of One Dollar (\$1.00) par value of common stock, which shall be designated "Common Shares".

ARTICLE IV - REGISTERED AGENT AND OFFICE ADDRESS

The name of the initial registered agent is ALBERT J. STOPKA, III, whose street address is 108 Mosley Drive, Lynn Haven, Florida 32444.

#### ARTICLE V - MANAGEMENT BY SHAREHOLDERS

The business of this corporation shall be managed by its shareholders rather than a Board of Directors. In the management of the business of this corporation, the act of the shareholders representing the majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall be the act of the shareholders, except as otherwise provided for in any Shareholders' Agreement entered into. Each shareholder shall be entitled to one vote in person, or by proxy, for each share of voting stock held by him. A majority of the outstanding shares of the corporation entitled to vote, represented in person or by proxy, shall constitute a quorum at any meeting of the shareholders for the management of the business corporation.

#### ARTICLE VI - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash 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 (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VII - INDEMNIFICATION

This corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VIII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX - INCORPORATOR

The name of the person signing these Articles is Herbert Clinton Jennings, whose address is 201 Cobb Road, Panama City Beach, Florida 32413.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 20<sup>th</sup> day of October, 1999.

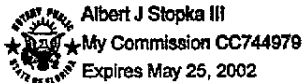
*Herbert Clinton Jennings*  
Herbert Clinton Jennings

STATE OF FLORIDA  
COUNTY OF BAY

The foregoing Articles of Incorporation of DOMINION LAND, INC. was acknowledged before me this 20<sup>th</sup> day of October, 1999, by HERBERT CLINTON JENNINGS, who: (notary **must** check applicable box)

- is personally known to me.
- produced a current Florida driver's license as identification.
- produced \_\_\_\_\_ as identification

(SEAL)



*Albert J Stopka III*  
\_\_\_\_\_  
(Print Name)  
Notary Public  
Commission # \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

ACCEPTANCE OF DESIGNATION OF REGISTERED AGENT

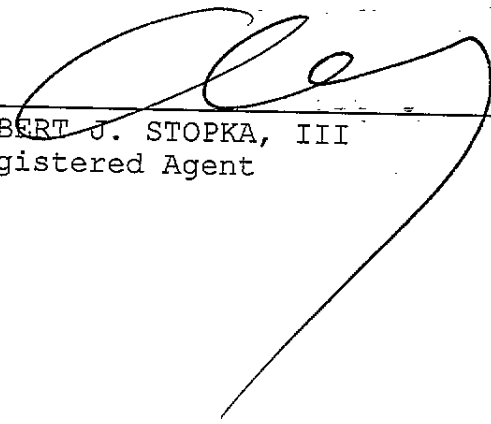
OF

DOMINION LAND, INC.

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Having been named to accept service of process for the above-named corporation, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the Florida General Corporation Act relative to keeping open said office.

Dated this 20th day of October, 1999.

  
ALBERT J. STOPKA, III  
Registered Agent