

CAPITAL CONNECTION, INC.
417 E. Virginia Street, Tallahassee, Florida 32301
(850) 224-1100 • 1-800-442-8000 • Fax (50) 224-1212

Bonifay IGA, Inc

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Requested by: OS

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R. VARNADORE NOV 19 1999

STATE OF FLORIDA

HOLMES COUNTY

} ss.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

BONIFAY IGA, INC.

KNOW ALL MEN BY THESE PRESENTS,

That I, James D. Thompson, the undersigned incorporator, for the purpose of forming a business corporation pursuant to the provisions of the Florida Business Corporation Act, do hereby adopt these articles of incorporation, the same to constitute a charter for carrying on the business hereinafter specified.

ARTICLE I

NAME OF THE CORPORATION: The name of the corporation shall be Bonifay IGA, Inc.

ARTICLE II

PURPOSES: The nature of the business and the purposes for which the corporation is formed shall be as follows:

(1) To engage in the business of operating a retail grocery store.

(2) To do all things necessary, desirable, or expedient in the operation, management, and conduct of the aforesaid business.

(3) To guarantee, act as surety for, endorse, and act as accommodation maker for any debts of the shareholders of the corporation, subsidiaries of the corporation (regardless of the percentage of ownership held by the corporation), corporations the stock of which is owned by a shareholder of the corporation (regardless of the percentage of ownership held by such shareholder), and any other persons, regardless of the presence or adequacy of the consideration to be received by the corporation for so doing or the presence or adequacy of any direct or indirect benefit to the corporation, upon a vote of the majority of the board directors of the corporation. "Debts" includes liquidated and unliquidated amounts, amounts arising ex contractu and ex delicto, whether new, pre-existing, renewed, or extended, regardless of the terms thereof.

(4) To transact all lawful business for which business corporations may be incorporated under the Florida Business Corporation Act.

ARTICLE III

REGISTERED OFFICE AND AGENT: The address of the initial registered office of the corporation shall be 507 Mathushek Street, Bonifay, Florida 32425, and the initial registered agent at such address shall be Charles H. Dockery.

ARTICLE IV

DURATION: The duration of the corporation shall be perpetual unless the corporation is dissolved by law or otherwise terminated.

ARTICLE V

SHARES: The corporation is authorized to issue 1,200 shares of common stock having a par value of One Dollar (\$1.00) each.

ARTICLE VI

(1) **INCORPORATOR:** The name and address of the incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
James D. Thompson	Route 5, Box 229 Dothan, Alabama 36305

(2) **DIRECTORS:** The initial board of directors shall consist of two directors, and such number thereafter as may be fixed by the bylaws. The names and addresses of the persons who are to serve as directors until the first meeting of the shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Charles H. Dockery	1402 Mass. Ave. Lynn Haven, Florida 32444
James D. Thompson	Route 5, Box 229 Dothan, Alabama 36305

ARTICLE VII

PRINCIPAL OFFICE: The principal place of business and mailing address of the corporation shall be 507 Mathushek Street, Bonifay, Florida 32425.

ARTICLE VIII

(1) **VOTING:** At any meetings of the shareholders of the corporation, the shareholders of record shall be entitled to one vote for each share standing in their name. Shares may be voted by the shareholders either in person or by proxy.

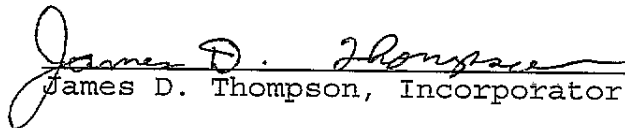
(2) **MANAGEMENT:** The business and affairs of the corporation shall be managed and conducted in accordance with the by-laws of the corporation.

(3) **SHARES NONASSESSABLE:** The shares of the corporation, when fully paid for in accordance with the subscription therefor, shall be fully paid and nonassessable; and in no case shall any shareholder be liable other than for the unpaid shares subscribed for by him.

(4) **LIEN ON SHARES:** The corporation shall have a lien on the shares of a shareholder for any debt or liability owed to it by him before a notice of transfer or levy on such shares is received by the corporation. The corporation shall have such rights with respect to this lien as are conferred by the laws of the State of Florida.

(5) **AMENDMENTS:** The corporation reserves the right to amend any provision of these articles of incorporation in the manner provided by law; and all rights conferred upon the officers, directors, and shareholders of the corporation are granted subject to this reservation.

IN WITNESS WHEREOF, I, the said incorporator, have hereunto set my hand on this the 18th day of November, 1999.


James D. Thompson, Incorporator.

Prepared by:

F. Mitch McNab
Attorney At Law
Post Office Box 5612
Dothan, Alabama 36302

CERTIFICATE OF DESIGNATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section of 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is Bonifay IGA, Inc.
2. The name and address of the registered agent and office is:

Charles H. Dockery
507 Mathushek Street
Bonifay, Florida 32425

BONIFAY IGA, INC.

BY:

Charles H. Dockery
Charles H. Dockery
It's President

Date: November 18, 1999.

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

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