Office Use Only CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known): (Document #) (Corporation Name) (Document #) (Corporation Name) Certified Copy Pick up time Walk in Certificate of Status Will wait □ Photocopy Mail out AMENDMENTS NEW-FILINGS **Amendment** Profit Resignation of R.A., Officer/Director NonProfit Change of Registered Agent Limited Liability Dissolution/Withdrawal Domestication Merger Other REGISTRATION/ OTHER FILINGS QUALIFICATION Annual Report Foreign Fictitious Name Limited Partnership Name Reservation Reinstatement Trademark Other

Examiner's Initials

ARTICLES OF INCORPORATION OF GENESIS VENTURE CAPITAL, INC..

ARTICLE I. Name of the Corporation

The name of the corporation is GENESIS VENTURE CAPITAL, INC.

ARTICLE II. Purpose

- 1. This corporation is organized for the purpose of engaging in the investment business including but not limited to the following:
 - 2. To act as consultants, advisors, investors or owners as it may be advisable.
- 3. To subsidize, manage, acquire or dispose of any company, corporation, partnership or business.
- 4. To take, receive, hold, alter, improve and/or convey real estate and personal property necessary for the purposes of the corporation and other real and personal property or assets, the income from which shall be applied to the purpose of the corporation; in accordance with applicable law; and to lease, mortgage, execute deeds of trust on; or sell or convey property of the corporation and for the further purpose of transacting any and all lawful business whatsoever.

ARTICLE III. Capital Stock

The corporation is authorized to issue 7,500 shares of stock, all of one class, at \$1.00 par value. Said stock shall be payable in cash, property, labor or services at a just valuation to be fixed by the Board of Directors at a meeting for that purpose.

ARTICLE IV. Capital

The amount of capital with which the corporation shall begin business is not less than Five Hundred Dollars (\$500.00).

ARTICLE V. <u>Corporate Existence</u>

This corporation shall exist perpetually.

ARTICLE VI. Address of Corporation

The address of the initial principal office is 4638-B Highway 90 East, Marianna, Florida 32446; and the name of the initial registered agent is J. C. O'STEEN, whose street address is 2900 Park Avenue East, Suite A, Tallahassee, Florida 32301. The Board of Directors may, from time to time, move the office to any other address.

ARTICLE VII. Number of Directors

The number of directors may be increased or decreased from time to time by the By-Laws adopted by the Stockholders, but shall never be less than two (2).

The corporation shall have two (2) directors initially.

ARTICLE VIII. Initial Directors

The names and addresses of the first Board of Directors are:

<u>Name</u>	Address	Office
WALLACE E. SAPP	P. O. Box 1564 Marianna, Florida 32447	President/Director
J. C. O'STEEN	2900 Park Avenue East, Suite A Tallahassee, Florida 32447	Secretary/Director

ARTICLE IX. <u>Self-Dealing</u>

No contract or other transaction between the corporation and any other corporation, in the absence of fraud, shall be affected or invalidated by the fact that any director or directors of the corporation is or are interested in, or a director or directors or officers of such other corporation, and any director or directors, individually or jointly, may be a party or parties to or may be interested in any such contract or transaction of the corporation, or in which the corporation is interested, and no contract, act or transaction, or in any way connected with such person or persons, firm or corporation and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from this contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be any way interested. Any director of the corporation may vote upon any contract or other transaction between the corporation and any subsidiary or controlled corporation.

ARTICLE X. Repurchase of Stock

In the event of the death of any stockholder in this corporation, all shares of stock of this corporation owned by him immediately prior to his death shall be deemed to have been offered for sale, on the day prior to his death, to the corporation, and the corporation agrees to buy the same, provided there are no legal prohibitions, at the then book value.

ARTICLE XI. Amendment of Articles

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XII. Incorporators

The name and address of the person signing these Articles of Incorporation is:

J. C. O'STEEN 2900 Park Avenue East, Suite A Tallahassee, Florida 32301

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 3rd day of December, 1999.

Z.O'STEEN, Incorporator

The undersigned, J. C. O'STEEN, hereby accepts his appointment as Registered Agent of this corporation, by affixing his signature to these Articles of Incorporation this 3rd day of December, 1999.

J.C. O'STEEN, Registered Agent

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day, before me, an officer duly authorized to take acknowledgments, personally appeared J. C. O'STEEN, known to me and known to me to be the person who executed the foregoing Articles of Incorporation, and acceptance of designation as Registered Agent, respectively, and he acknowledged before me that he so executed this document.

IN WITNESS WHEREOF, I have hereunto set my hand and seal in the County and State aforesaid this 3rd day of December, 1999.

Notary Public

Print Name: MARTHA D. CROSS

My Commission Expires:

