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MARK T. TATE, P.A.

ATTORNEY AT LAW

99 NOV 29 PM 4: 19

501 E. Kennedy Boulevard  
Suite 1400  
Tampa, Florida 33602

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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November 23, 1999

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

000003055480--1  
-11/29/99-01117-015  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Re: Winsook Development & Agricultural Corporation

Dear Sir/Ma'am:

Enclosed please find the original Articles of Incorporation for the above-referenced corporation which are to be ~~effective November 23, 1999~~. We would appreciate your filing the Articles, obtaining a certified copy, and returning the same to us.

Also enclosed please find a check in the amount of \$78.75 for the filing fee, registered agent designation and the certified copy.

Thank you for your assistance.

Best regards,

*Mark Tate*

Mark T. Tate

MTT:scm  
Enclosures

1159

*Mark Tate* GAVE

AUTHORIZATION BY PHONE TO

CORRECTED *Confirmed Article 10(a)*  
*is correct*

DATE

DEC 12/3/99

DEC 12/3/99

7H 12/3/99  
2295-27482

**ARTICLES OF INCORPORATION**  
**OF**  
**WINSOOK DEVELOPMENT & AGRICULTURAL CORPORATION**

FILED  
99 NOV 29 PM 4: 19  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby make, subscribe, acknowledge and file with the Secretary of State of the State of Florida these Articles of Incorporation for the purpose of forming a corporation for profit in accordance with the laws of the State of Florida.

**ARTICLE I**

**Name**

The name of this corporation shall be:

Winsook Development & Agricultural Corporation

The principal office and mailing address of this corporation shall be 701 N. Franklin Street, Tampa, FL 33602, or such other address within the State of Florida as the Board of Directors may from time to time designate.

**ARTICLE II**

**Existence of Corporation**

This corporation shall begin existence upon the filing of these Articles of Incorporation with the Secretary of State of Florida and shall have perpetual existence.

### **ARTICLE III**

#### **Purposes**

This corporation may engage in the transaction of any and all lawful business for which corporations are formed under the laws of the State of Florida.

### **ARTICLE IV**

#### **General Powers**

The corporation shall have power:

(a) To own, conduct and otherwise operate a real property development and agricultural business within the State of Colorado, and such other location(s) as the Corporation shall lawfully be permitted to do so.

(b) To sue and be sued, complain, and defend in its corporate name.

(c) To purchase, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal with real or personal property or any legal or equitable interest in property wherever located.

(d) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, and otherwise dispose of all or any part of its property.

(e) To lend money to, and use its credit to assist, its officers and employees in accordance with applicable Florida Statutes.

(f) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity.

(g) To make contracts and guarantees, incur liabilities, borrow money, issue its notes, bonds, and other obligations, and to secure any of its obligations by mortgage or pledge of any of its property and income, and make contracts of guaranty and surety ship which are necessary or convenient to the conduct, promotion, or attainment of the business of the corporation.

(h) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment.

(i) To elect directors and appoint officers, employees, and agents of the corporation and define their duties, fix their compensation, and lend them money and credit.

(j) To make and amend bylaws, not inconsistent with its Articles of Incorporation or with the laws of the State of Florida, for managing the business and regulating the affairs of this corporation.

(k) To make payments or donations or do any other act not inconsistent with law that furthers the business and affairs of the corporation.

(l) To pay pensions and establish pension plans, pension trusts, profit-sharing plans, share bonus plans, share option plans, and benefit or incentive plans for any or all of its current or former directors, officers, employees, and agents and for any or all of the current or former directors, officers, employees, and agent of its subsidiaries.

(m) To provide insurance for its benefit on the life of any of its directors, officers, or employees, or on the life of any shareholder for the purpose of acquiring at his or her death shares of its stock owned by the shareholder or the heirs of such shareholder.

(n) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other entity.

## **ARTICLE V**

### **Capital Stock**

(a) The total number of shares of capital stock authorized to be issued by the corporation (the "Shares") shall be 10,000 shares of common capital stock having a par value of \$1.00 per share. Each of the said Shares of stock shall entitle the holder thereof to one (1) vote at any meeting of the stockholders. All or any part of the Shares may be paid for in cash, in property, or in labor or services actually performed for the corporation and valued at a fair valuation to be fixed by the Board of Directors at a meeting called for such purpose. All stock when issued shall be paid for and shall be nonassessable.

(b) In the election of directors of this corporation there shall be no cumulative voting of the stock entitled to vote at such election.

## **ARTICLE VI**

### **Registered Office and Registered Agent**

The street address of the corporation's initial registered office is 701 N. Franklin Street, Tampa, Florida 33602 and the name of the corporation's initial registered agent at such address is Anthony F. Gonzalez. The corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with Section 607.0502, Florida Statutes.

## **ARTICLE VII**

### **Initial Board of Directors**

The number of directors constituting the initial Board of Directors shall consist of three (3) members and the names and addresses of such persons who are to serve as a member thereof is as follows:

<u>Name</u>	<u>Address</u>
George J. Harris	701 N. Franklin Street Tampa, FL 33602
William B. Tiller	701 N. Franklin Street Tampa, FL 33602
Anthony F. Gonzalez	701 N. Franklin Street Tampa, FL 33602

## ARTICLE VIII

### Amendment of Articles of Incorporation

The corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and all rights conferred upon the stockholders herein are subject to this reservation.

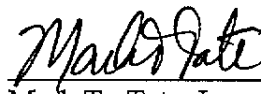
## ARTICLE IX

### Incorporator

The name and address of the incorporator of this corporation is as follows:

<u>Name</u>	<u>Address</u>
Mark T. Tate	501 East Kennedy Boulevard Suite 1400 Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned, has executed these Articles for the uses and purposes therein stated.



\_\_\_\_\_  
Mark T. Tate, Incorporator

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of November, 1999,  
by **MARK T. TATE**, as Incorporator, who is personally known to me or who has produced \_\_\_\_\_  
N/A as identification and who did not take an oath.

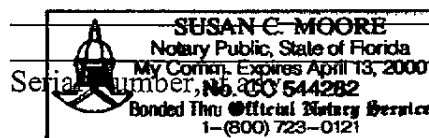
*Susan C. Moore*

Susan C. Moore

Print Name

Notary Public

My Commission Expires:





**CERTIFICATE OF ACCEPTANCE**

Having been named to accept service of process for the above stated corporation, at the place designated in its Articles of Incorporation, I hereby agree to act in such capacity, and I am familiar with and accept, the obligations provided for in Section 607.0501(3), Florida Statutes.

Signature: \_\_\_\_\_

*Anthony F. Gonzalez*  
Anthony F. Gonzalez  
Registered Agent

Date: \_\_\_\_\_

11/23/99

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

The foregoing instrument was acknowledged before me this 23rd day of November, 1999, by **ANTHONY F. GONZALEZ**, as Registered Agent, who is personally known to me or who has produced \_\_\_\_\_ as identification and who did not take an oath.

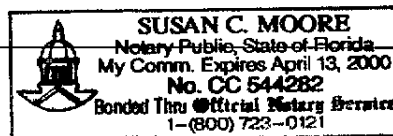
*Susan C. Moore*

Susan C. Moore

Print Name

Notary Public

My Commission Expires:



FILED  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA