



MINUTES

and

BY-LAWS

of

**WATERMELON TRIANGLE CORPORATION**

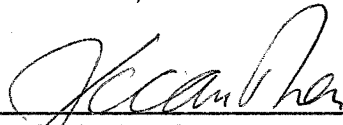
INCORPORATED UNDER THE LAWS OF  
FLORIDA

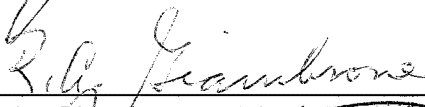
# Minutes

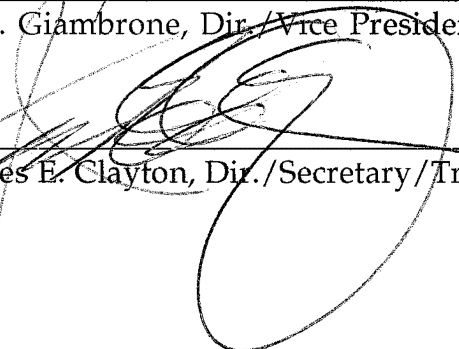
**WAIVER OF NOTICE OF THE ORGANIZATIONAL  
MEETING OF THE BOARD OF DIRECTORS**

We, the undersigned, being all of the directors of Watermelon Triangle Corporation, do hereby waive notice of the time, place, and purpose of the initial meeting of the board of directors of the corporation at 2772 N.W. 43rd Street, Suite S, Gainesville, Florida 32606, on 17 September 1992, and do hereby consent to the holding of the meeting.

Dated this 17th day of September 1992, at Gainesville, Florida.

  
\_\_\_\_\_  
Joseph C. Cauthen, M.D., Dir./President

  
\_\_\_\_\_  
R.A. Giambrone, Dir./Vice President

  
\_\_\_\_\_  
James E. Clayton, Dir./Secretary/Treasurer

**MINUTES OF THE ORGANIZATIONAL MEETING  
OF THE BOARD OF DIRECTORS OF  
WATERMELON TRIANGLE CORPORATION**

On 17 September 1992, at 2772 N.W. 43rd Street, Suite S, Gainesville, Florida 32606, James E. Clayton, Joseph C. Cauthen, M.D., and R.A. Giambrone met, the meeting having been held on the call of all members of the board of directors named in the Articles of Incorporation. At this meeting the following business was conducted and on motions duly made, seconded, and carried, the following resolutions were adopted.

This meeting was the organizational meeting of the board of directors of Watermelon Triangle Corporation. James E. Clayton was elected chairman of the meeting, and Joseph C. Cauthen, M.D. was elected secretary of the meeting.

**Minute Book**

This corporation shall maintain a minute book containing the minutes of this organizational meeting, and of all the subsequent meetings of the board of directors of this corporation and such other documents as the corporation, the board of directors, or the shareholders shall from time to time direct.

**Waiver**

The directors, by their signatures affixed to the minutes of the organization meeting, and by this resolution, do hereby waive notice of the time and place of this meeting.

**Officers**

The following persons are elected as officers of this corporation:

<u>Name</u>	<u>Office</u>
Joseph C. Cauthen, M.D.	President
R.A. Giambrone	Vice President
James E. Clayton	Secretary
James E. Clayton	Treasurer

### **Bank Account**

This corporation shall establish in its name one or more deposit accounts with any federally insured bank or savings and loan institution licensed to do business in the State of Florida, on such terms and conditions as may be agreed on with the bank, and the president and treasurer are authorized to establish such account. Joseph C. Cauthen, M.D., President, or James E. Clayton, Secretary/Treasurer, are authorized to draw checks on the accounts of this corporation, signed as provided herein with signatures duly certified by the secretary of this corporation. The bank is hereby authorized to honor and pay any and all checks so signed, including those drawn to the individual order of any officer or other person authorized to sign checks.

### **Bylaws**

A document consisting of 12 pages entitled "Bylaws of Watermelon Triangle" was then presented to and considered by the meeting. After a review of the document and a discussion of particular parts thereof, on motion duly made and seconded, it was unanimously RESOLVED that the bylaws presented to and considered at this meeting are adopted as the bylaws of this corporation. The secretary of the corporation is ordered to certify a copy of the bylaws and insert them in the corporate minute book, and the secretary is further ordered to certify a copy of the bylaws and maintain them in the principal office of the corporation for the transaction of its business open for inspection by the members at all reasonable times during office hours.

### **Seal**

A corporate seal was presented to the meeting and on motion duly made and seconded, it was unanimously RESOLVED that a corporate seal consisting of two concentric circles with the name of the corporation between them in the center of the circles the work "Incorporated" with the date of incorporation is adopted as the corporate seal of the corporation.

### **Principal Office**

The initial principal office of the corporation shall be at 2772 N.W. 43rd Street, Suite S, Gainesville, Florida 32606. The Board of Directors may change the principal office from time to time, provided only that the principal office be located in the State of Florida.

### **Members**

The Secretary-Treasurer shall keep a ledger containing the name and address of all members of the corporation. No change in membership shall be recognized on the books of the corporation until and unless a recorded warranty deed or other recorded instrument showing ownership of a fee

simple interest is presented to the Secretary-Treasurer. A photocopy of such recorded instrument shall suffice for these purposes.

The President of the corporation is authorized to approve the form of the declaration to be recorded by members submitting themselves to the assessment powers of the corporation. The form shall conform with the requirements of the Articles of Incorporation, By-laws, and the laws of Florida with respect to recording requirements.

### **Telephonic Meetings**

A motion was presented to the Board of Directors that it may be more convenient to the members of the Board of Directors of the corporation to attend any regular or special meeting of the Board of Directors by way of telephone, and upon being duly made and seconded it was unanimously RESOLVED that any director of the corporation may attend any regular or special meeting of the Board of Directors by way of telephone.

### **Attorneys - CSX Negotiations**

The law firm of Hankin & Beverly, P.A. is hereby authorized to represent the interests of this corporation with respect to negotiations with CSX Railroad for maintaining access to the "Shores Crossing". All settlement offers, contracts and releases shall be approved by a majority vote of the board of Directors.

### **Authorization to do Business**

The corporation, and the various officers and directors, are hereby authorized to carry on the business of the Corporation for which it was incorporated.

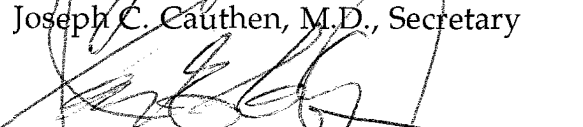
### **Adjournment**


There being no further business to come before the board of directors the meeting was duly adjourned.

Dated: 17 September 1992.

APPROVED:

  
Joseph C. Cauthen, M.D., Secretary

  
James E. Clayton, Chairman

  
R.A. Giambrone, Director



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

April 2, 1993

WATERMELON TRIANGLE CORPORATION  
2772 NORTHWEST 43RD STREET  
SUITE S  
GAINESVILLE, FL 32606

SUBJECT: WATERMELON TRIANGLE CORPORATION

DOCUMENT NUMBER: N50555

In compliance with the request on your 1993 Annual Report, the certificate of status for the subject corporation is enclosed.

Should you have any questions regarding this matter, please telephone (904) 487-6056.

Annual Reports Section

Letter No. 793A00104050

# State of Florida



## Department of State

I certify from the records of this office that WATERMELON TRIANGLE CORPORATION is a corporation organized under the laws of the State of Florida, filed on August 26, 1992.

The document number of this corporation is N50555.

I further certify that said corporation has paid all fees and penalties due this office through December 31, 1993, that its most recent annual report was filed on March 31, 1993, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

Given under my hand and the  
Great Seal of the State of Florida,  
at Tallahassee, the Capital, this the  
Second day of April, 1993



CR2EO22 (2-91)

Jim Smith  
Secretary of State



**CERTIFICATE OF INCORPORATION**  
**OF THE**

# **By-Laws**

**BY-LAWS**  
**OF**  
**WATERMELON TRIANGLE CORPORATION**

**ARTICLE I**

Identity and Application

These are the By-Laws of WATERMELON TRIANGLE CORPORATION, (the "Corporation") a Corporation not for profit existing under the laws of the State of Florida, organized for the primary purpose of owning and maintaining the "Shores Crossing" which is more fully described in the Articles of Incorporation. All members and their successors and assigns, are subject to the regulations as set forth in these By-Laws and the Articles of Incorporation of the Corporation, together with any amendments thereto.

**ARTICLE II**

Offices

The principal office of the Corporation in the State of Florida shall be located at 2772 N.W. 43rd Street, Suite S, Gainesville, Alachua County, Florida, 32606, or at such other offices as the Board of Directors may designate or as the business of the Corporation may require from time to time.

**ARTICLE III**

Membership; Voting; Majority Vote; Quorum; Proxies

3.1 Membership Qualifications. All natural persons, corporations, partnerships or other entities, owning a vested present interest, evidenced by the recordation of a proper instrument in the Public Records of Alachua County, Florida, in the fee title to any one or more of the parcels of real property, the access to which is over and across a certain railroad crossing owned by CSX Transportation, known as the "Shores Crossing", being located 559' South of MP AR-737, near the City of Archer, Alachua County, Florida, shall be entitled to be members and their membership shall automatically terminate when they no longer own such interest.

3.2. Admission. Each person or entity qualified for admission as a member shall be deemed admitted upon execution and recording

in the Alachua County Public Records of a declaration or agreement submitting that person or entity, and the land adjoining the above-described access to the "Shores Crossing" belonging to such person or entity, to the assessment power of this Corporation. Thereafter, the assessment power of the Corporation, and the rights and privileges of membership, shall run with the land of such owner. Acceptance of a deed which is encumbered by the said declaration or agreement shall constitute submission to the assessment authority of the Corporation. The membership rights of the individual owners shall terminate when they are no longer qualified for admission (i.e. when they no longer have a fee interest in the property), and such membership shall automatically be transferred to the person or entity then assuming fee simple ownership of the former owner's land.

3.3. Voting. Each member shall be entitled to one vote for each parcel of land owned by such member. For the purposes of these Articles, a single tract of land may be subdivided and treated as separate parcels (thereby giving more than one vote to the original member and his assigns), only if the original tract is formally platted, or if the subdivided parcels have been assigned separate tax parcel numbers by the Alachua County Tax Appraiser, or if the subdivided parcels have been transferred to multiple owners. The vote of a particular parcel is not divisible. Where a parcel is owned by more than one person, all of the owners thereof shall be entitled to the vote assigned to such parcel and such owners shall, in writing, designate an individual who shall be entitled to cast the vote on behalf of the owners of such parcel until such authorization shall have been changed in writing.

3.4. Majority Vote. Except as otherwise provided in these By-Laws or the Articles of Incorporation, actions which require the vote of members shall be approved by a majority of the voting interests present in person or by proxy at a meeting at which a quorum is present.

3.5. Quorum. Except as otherwise provided in these By-Laws, the presence in person or by proxy of a majority of voting interests shall constitute a Quorum.

3.6. Proxies. Votes may be cast in person or by proxy. Proxies must be filed with the Secretary-Treasurer at least twenty-four (24) hours before the appointed time of each meeting. Any proxy given shall be effective only for the specific meeting for which originally given and any lawfully adjourned meetings thereof. In no event shall any proxy be valid for a period longer than 90 days after the date of the first meeting for which it is given. Every proxy is revocable at any time at the pleasure of the member executing it.

## **ARTICLE IV**

## Administration

4.1 Decision Making. All of the powers and duties of the Corporation existing under Florida law, the Articles of Incorporation and these By-Laws shall be exercised exclusively by the Board of Directors, or its duly authorized Officers, agents, contractors or employees, subject only to the approval of the members when that approval is specifically required.

4.2. Place of Meetings. Meetings of the Corporation shall be held at a suitable place convenient to the members as may be designated by the Board of Directors.

4.3 Annual Meetings. The Corporation shall conduct at least one meeting every year to be called by the Board of Directors, or in the event of inaction on the part of the Board, by a majority of the voting members. At such meetings, there shall be elected by ballot of the Corporation, a Board of Directors. The Corporation may also transact such other business at the annual meeting as may properly come before it.

4.4 Special Meetings. It shall be the duty of the President to call a special meeting of the members as directed by resolution of the Board of Directors or upon a petition signed by a majority of the members and having been presented to the Secretary-Treasurer. The notice of any special meeting shall state the time and place of such meeting and purpose thereof. No business shall be transacted at a special meeting except as stated in the notice unless by consent of two-thirds (2/3) of the voting interests present, either in person or by proxy. Other special business, such as removal of Directors and approval of an excessive budget, shall be acted upon by the Corporation as specifically provided elsewhere in these By-Laws or as otherwise required by law.

4.5 Notice of Meetings. It shall be the duty of the Secretary-Treasurer to mail a notice, by regular U.S. mail, of each annual or special meeting, stating the purpose thereof as well as the time and place where it is to be held, to each owner of record, at least fourteen (14) but not more than thirty (30) days prior to such meeting. Notice shall be sent to the last known address of each member, unless a member requests by written instrument delivered to the Secretary-Treasurer that notice be sent elsewhere. The mailing of a notice in the manner provided in this Section shall be considered notice served. Notice may be waived in writing by some or all of the members in the manner provided by law.

4.6 Adjourned Meetings. Except as otherwise specifically provided, if any meeting of members cannot be organized because a quorum is not attended, the members who are present, either by

proxy or in person, may adjourn the meeting to a time not more than forty-eight (48) hours from the time the original meeting was called.

4.7 Minutes. Minutes of all meetings of the Corporation shall be kept in a business-like manner and shall be available for inspection by Corporation members at all reasonable times.

4.8 Parliamentary Rules. Robert's Rules of Order (Latest Edition) shall govern the conduct of the Corporation's meetings when not in conflict with Florida law, the Articles or these By-Laws.

## **ARTICLE V**

### **Board of Directors**

5.1 Number and Qualifications. The affairs of the Corporation shall be governed initially by a Board of Directors composed of not less than three (3) Directors. Additional Directors may be elected from time to time so long as the total number of Directors is not an even number and provided that there shall never be less than three (3) Directors.

5.2 Powers and Duties. The Board of Directors shall have the powers and duties necessary for the administration of the affairs of the Corporation and may do all such things and acts as are by law or by these By-Laws or the Articles of Incorporation directed to be exercised and done directly by the Corporation.

5.3 Other Duties. In addition to the duties imposed by law, these By-Laws, Articles of Incorporation or by resolutions of the Corporation, the Board of Directors shall be responsible for the following:

(a) Compliance with all terms and conditions of the Articles of Incorporation and any amendments thereto;

(b) Care, maintenance and improvement of the "Shores Crossing", and entry into such contracts as may be necessary from time to time to perform such care, upkeep and surveillance;

(c) Employment, dismissal and control of the personnel necessary for the maintenance and operation of the Corporation, and the property and facilities thereof;

(d) Collection of assessments from the members;

(e) Purchasing, leasing and sale of properties as may be permitted under the Articles of Incorporation;

(f) Institution and/or defense of suits, administrative actions or other litigation in the name of the Corporation on behalf of all the members;

(g) Adoption and enforcement of reasonable Rules and Regulations as it deems necessary and appropriate to achieve the purposes of the Corporation, provided that no such rule shall be inconsistent with the Articles of Incorporation or these By-Laws and no such rule shall levy a fine unless approved by two-thirds of the members; the Corporation may enforce such rules and regulations through suit for damages or injunctive relief, or any other legal means available;

(h) Securing and maintaining adequate insurance as required by the Articles of Incorporation or as deemed appropriate from time to time; and

(i) Payment of expenses incurred for the maintenance and improvement of property in which the Corporation has an interest.

5.4 Vacancies. Vacancies on the Board of Directors caused by any reason other than removal of a Director by a majority vote of members shall be filled by vote of the remaining Board, even though they may constitute less than a quorum; and each person so elected shall be a Director until a successor is elected at the next annual meeting of the Corporation. If the remaining Board fails to fill vacancies on the Board of Directors sufficient to constitute a quorum or if no Director remains, the members shall fill the vacancy by majority vote at a special or annual meeting of the members.

5.5 Removal of Directors. At any regular or special meeting duly called, any one or more of the Directors may be removed, with or without cause, by the vote or agreement in writing of a majority of the voting interests present in person or by proxy at a meeting at which a quorum is present. Notwithstanding anything herein to the contrary, a special meeting of the members to recall one or more Directors may be called by 25% of the voting interests. Notice of such meeting shall be given as specified in these By-Laws and shall state the purpose of the meeting. Any vacancy on the Board of Directors thus created shall be filled by a successor elected at that same meeting. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at the meeting of the members, or before the Board of Directors in the case of recall by written agreement. If more than one Director is subject to recall, there shall be a separate vote as to the removal of each Director.

Notwithstanding anything herein to the contrary, no initial Director named in the Articles of Incorporation shall be removed prior to the first annual meeting of the Corporation, except for good cause shown.

5.6 Regular Annual Meetings. The regular annual meeting of the Board of Directors shall be held immediately following the annual meeting of the Corporation, and no notice shall be necessary to the elected Board in order to legally constitute such a meeting, providing a majority of the whole Board shall be present. Annual meetings of the Board of Directors shall be open to all members.

5.7 Special Meetings. Special meetings of the Board of Directors may be called by the President on three (3) days notice to each Director, given personally or by mail, telephone or telegraph, which notice shall state the meeting time, place (as hereinabove provided), and purpose of this meeting. Special meetings of the Board of Directors shall be called by the President or Secretary-Treasurer in like manner and on like notice on the written request of at least two (2) Directors. Special meetings of the Board of Directors shall be open to all members.

5.8 Waiver of Notice. Before any meeting of the Board of Directors, any Director may, in writing, waive notice of such meeting and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him of the time and place thereof. If all the Directors are present at any meeting of the Board, no notice shall be required and any business may be transacted at that meeting.

5.9 Board of Directors Quorum. At all meetings of the Board of Directors, a majority of the Board members shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors. If, at any meeting of the Board of Directors, there is less than a quorum present, the majority of those present may adjourn the meeting from time to time. At any such adjourned meeting, any business which might have been transacted at the meeting as originally called may be transacted without further notice.

5.10 Minutes. Minutes of all meetings of the Board of Directors shall be kept in a business-like manner and shall be available for inspection by Corporation members during reasonable business hours.

5.11 Compensation. Directors shall serve without pay but shall be entitled to reimbursement for expenses reasonably incurred in the discharge of their duties.

## **ARTICLE VI**

### Officers

6.1 Designation. The principal Officers of the Corporation shall be a President, a Vice President, and a Secretary-Treasurer, all of



whom shall be elected annually by the Board of Directors. The Board may appoint an assistant treasurer and an assistant secretary, and such other Officers as in their judgment may be necessary. A person may hold more than one office except that the President may not also be the Secretary or Assistant Secretary.

6.2 Election of Officers. The Officers of the Corporation shall be elected annually by the Board of Directors, at the annual meeting of each new Board, and shall hold office at the pleasure of the Board.

6.3 Removal of Officers. Upon an affirmative vote of a majority of the Board of Directors, any Officer may be removed, either with or without cause, and his successor elected at any regular meeting of the Board of Directors, or at any special meeting of the Board called for such purpose.

6.4 President. The President shall be the chief executive Officer of the Corporation. He shall preside at all meetings of the Board of Directors. He shall have all the general powers and duties which are usually vested in the office of President of a Corporation, including, but not limited to, the power to appoint committees from among the members from time to time as he may in his discretion decide is appropriate to assist in the conduct of the affairs of the Corporation.

6.5 Vice President. The Vice President shall take the place of the President and perform his duties whenever the President shall be absent or unable to act. If both the President and the Vice President are unable to act, the Board of Directors shall appoint some other member of the Board to do so on an interim basis. The Vice President shall also perform such other duties as shall from time to time be imposed upon him by the Board of Directors.

6.6 Secretary-Treasurer. The Secretary-Treasurer shall keep the minutes of all meetings of the Corporation, he shall have charge of such books and papers as the Board of Directors may direct; in general, he shall perform all duties incident to the office of Secretary. The Secretary-Treasurer shall also have the responsibility for Corporation funds and securities and shall be responsible for keeping full and accurate accounts of all receipts and disbursements in books belonging to the Corporation. He shall be responsible for the deposit of all monies and other valuable effects in the name, and to the credit, of the Corporation in such depositories as may from time to time be designated by the Board of Directors.

6.7 Compensation. The compensation, if any, of all Officers of the Corporation shall be fixed by the Board of Directors. This provision shall not preclude the Board from employing a Director as an Officer of the Corporation or precluding the contracting with a Director for the management of the Corporation.

## ARTICLE VII

### FISCAL MANAGEMENT

7.1 Board Adoption of Budget. The Board of Directors shall adopt a budget for the common expenses of the Corporation in advance of the annual meeting.

7.2 Accounting Records and Reports. The Corporation shall maintain accounting records according to good accounting practices. The records shall be open to inspection by any member or the authorized representative of such member at the registered office of the Corporation during normal business hours.

7.3 Depository. The depository of the Corporation shall be any federally insured bank or savings and loan corporation licensed to do business in the State of Florida, as shall be designated from time to time by the Board of Directors. Withdrawal of money from those accounts shall be only by checks or other withdrawal instruments signed by those persons as are authorized by the Directors.

7.4 Fidelity Bonding. In the event that a bond is required by law or is deemed to be necessary by the Board of Directors, for those Officers and Directors of the Corporation who control or disburse its funds, the cost of bonding shall be at the expense of the Corporation.

## ARTICLE VIII

### Assessments

8.1 Assessments, Generally. The members of the Corporation shall be subject to an annual assessment for insurance and maintenance of the "Shores Crossing" and such other lawful expenditures as may be permitted the Corporation under the Articles of Incorporation and these By-Laws. The assessment shall be levied against each voting interest (i.e. each parcel adjoining the easement or access to the "Shores Crossing" the owner of which is a member of the Corporation) so that individual members owning more than one parcel (and thus holding more than one voting interest) shall pay an assessment for each such parcel.

8.2 Establishment of Assessments. The initial maintenance assessment shall be established by the affirmative vote of two-thirds of the members present at a special meeting of the Corporation called for this purpose (this vote shall require the vote of the two-thirds of the **members** and members holding more than one voting interest shall be counted as one member for the purposes of this vote only). Thereafter assessments shall be made against each parcel of land not less frequently than annually in the discretion of the Board of

Directors; provided that the Board of Directors may not increase the annual assessment by more than 125% over the prior year's assessment without the approval and ratification of two-thirds of the voting interests present at the annual meeting or a special meeting called for that purpose.

8.3 Special Assessments. In the event that the annual assessments are not sufficient to pay the necessary expenses of the Corporation, or in the event of an emergency which requires additional funding for the Corporation, the Board of Directors or the President shall call a special meeting of the members and the notice shall set forth the nature of the expenses which require such special assessment. No special assessment shall be collected except on the vote of a majority of the Board of Directors and two-thirds of the voting interests at such special meeting. In the event a special assessment is approved, the special assessment shall be paid at the times and in the manner that the Board may require in a notice of the assessment sent to all of the members. The funds collected pursuant to a special assessment shall be used only for the specific purpose or purposes set forth in the notice of the special meeting and approved by the members. Upon completion of such specific purpose or purposes, any excess funds shall be considered common surplus.

8.4 Liability for Assessments. Each member, regardless of how title is acquired, shall be liable for all assessments coming due while he is a member. The member, and his grantee in any conveyance, shall be jointly and severally liable for all unpaid assessments due and payable up to the time of the transfer of title. The liability for assessments may not be avoided by waiver of the use or enjoyment of property of the Corporation or by abandonment of the parcel against which the assessments are made.

8.5 Collection; Interest; Application of Payment. Assessments and installments on them, if not paid within thirty (30) days after the date they become due, shall bear interest at the highest rate permitted by law until paid. All assessment payments shall be applied first to interest and then to the assessment payment due.

8.6 Lien for Assessment. The Corporation has a lien on each parcel owned by a member for any unpaid assessments with interest and for reasonable attorney's fees and costs incurred by the Corporation incident to the collection of the assessment or enforcement of the lien. The lien is effective from and after recording a claim of lien in the public records of Alachua County, Florida. No such lien shall continue for a period longer than one year after the claim of lien has been recorded, unless within that time an action to enforce the lien is commenced in a court of competent jurisdiction. The claim of lien shall secure all unpaid assessments, interest, costs, and attorney's fees which are due and which may accrue after the recording of the claim of lien and before the entry of final judgment of

foreclosure. The lien is subordinate to any mortgage on the parcel recorded before it.

8.7 Collection; Suit; Notice. The Corporation may bring an action to foreclose any lien for assessments in the manner that a mortgage of real property is foreclosed. It also may bring an action to recover a money judgment for the unpaid assessment without waiving any claim of lien. The Corporation shall give notice to the member of its intention to foreclose its lien at least 30 days before the foreclosure action is filed. The notice shall be given by delivery of a copy of it to the member or by certified or registered mail, return receipt requested, addressed to the member at his last known address.

## **ARTICLE IX**

### **Amendments to By-Laws**

9.1 Generally. Amendments to these By-Laws may be proposed either by a majority of the Board of Directors or by not less than one-third of the voting interests of the Corporation. Amendments shall be adopted by approval of a majority of the Board of Directors and of not less than two-thirds (2/3) of the voting interests of the Corporation present at the meeting called for that purpose; provided, however, that any amendment which requires unanimous approval under the Articles of Incorporation and any amendment which would amend Articles VIII or IX of these By-Laws, must be passed by the unanimous vote of the members. Notice of meetings at which amendments will be considered shall be given in accordance with these By-Laws and shall include a description of the subject matter of the proposed amendment(s). All such amendments shall be set forth in the minute book of the Corporation.

9.2 Amendments to Conform with Law. These By-Laws shall be deemed amended to the extent necessary to conform with provisions of the Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes, as it may be amended from time to time.

## **ARTICLE X**

### **Indemnification of Officers and Directors**

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper pursuant to Florida law. The decision whether to indemnify a Director, Officer, employee or agent shall be made by the Board of Directors at a general or special meeting of the Board. Directors who may be indemnified by the Corporation may be counted in determining the presence of a quorum at such meeting of the Board, but shall not vote on the issue of indemnification. In the event that all of the Directors

are interested parties, the decision whether to indemnify a Director, Officer, employee or agent shall be made by a majority of the voting interests at a special meeting of the members.

## ARTICLE XI

### Conflict

In the event of a conflict between or among the provisions of the following documents, the order of priority for resolving such conflict shall be, from highest priority to lowest:

- 1) The Florida Not For Profit Corporation Act, Chapter 617, Florida Statutes;
- 2) The Articles of Incorporation;
- 4) These By-Laws;
- 5) The Rules and Regulations adopted from time to time by the Board of Directors.

The foregoing were adopted as the By-Laws of WATERMELON TRIANGLE CORPORATION on this 17<sup>th</sup> day of September, 1992.

BY: [Signature]  
Chairman, BOD

BY: Joseph C. Caution  
President

ATTEST: [Signature]  
Secretary

**DECLARATION OF SUBMISSION OF REAL PROPERTY  
TO WATERMELON TRIANGLE CORPORATION**

KNOW YE BY THESE PRESENTS, That \_\_\_\_\_ (name),  
of \_\_\_\_\_ (address),  
in the County of Alachua and State of Florida, party of the first part, (hereinafter "Owner") for and in consideration of the benefits provided by that certain Road Grade Crossing Easement executed on \_\_\_\_\_, 1993, between Watermelon Triangle Corporation and CSX Transportation, Inc., and further in consideration of the sum of TEN (\$10.00) DOLLARS lawful money of the United States, paid by "Owner" to Watermelon Triangle Corporation, a Florida not-for-profit corporation, party of the second part, (hereinafter "Watermelon"), the receipt and sufficiency whereof is hereby acknowledged, do \_\_\_\_\_ hereby submit the following described real property:

Tax Parcel No.: \_\_\_\_\_  
belonging to "Owner," to the assessment power of "Watermelon," as more particularly set forth in the Articles of Incorporation and By-Laws of "Watermelon," as from time to time amended. Hereafter, the assessment power of "Watermelon," and the rights and privileges of membership in "Watermelon," shall run with the above-described land, including but not limited to the right to use that certain railroad crossing which is the property of CSX Transportation, Inc., and over and across which "Watermelon" owns and holds a certain Road Grade Crossing Easement, being recorded in the Official Records of Alachua County, Florida at OR Book \_\_\_\_\_, page \_\_\_\_\_, which crossing is located 559' South of MP AR-737, near the City of Archer, Alachua County, Florida.

Acceptance of a deed or other instrument of conveyance of property which is encumbered by this Declaration shall constitute submission to the assessment authority of "Watermelon." The membership rights of "Owner" shall terminate when "Owner" no longer qualifies for admission in "Watermelon," (i.e. when "Owner" no longer has a fee interest in the above-described property), and such membership shall automatically be transferred to the person or entity who then assumes an ownership interest in the above-described land.

IN WITNESS WHEREOF, "Owner" has/have executed this Declaration this \_\_\_\_\_ day of \_\_\_\_\_, 199\_\_.

Witnesses:

Owner:

\_\_\_\_\_

\_\_\_\_\_ (Seal)

\_\_\_\_\_

\_\_\_\_\_ (Seal)

STATE OF \_\_\_\_\_  
COUNTY OF \_\_\_\_\_

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared \_\_\_\_\_, who:

- ( ) is/are personally known to me;
- ( ) produced \_\_\_\_\_ as identification;
- ( ) took an oath;
- ( ) did not take an oath;

and who executed the foregoing and he/she/they acknowledged before me that he/she/they executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this \_\_\_\_\_ day of \_\_\_\_\_, 199\_\_.

\_\_\_\_\_  
NOTARY PUBLIC, State of \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_

**WAIVER OF NOTICE OF SPECIAL MEETING OF DIRECTORS  
OF  
WATERMELON TRIANGLE CORPORATION**

We, the undersigned, being all the directors of the above corporation hereby agree and consent that a special meeting of the board be held on the date and at the time and place stated below for the purpose of adopting a certain Resolution of this corporation to:

1. Approve and execute a "Road Grade Crossing Easement" between the corporation and CSX Transportation;
2. Authorize purchase of certain liability insurance;
3. Approve a form "Declaration" which, upon execution and recording in the Official Records of Alachua County, Florida by any affected landowner will allow that landowner membership in the corporation; and
4. Transact all such other business as may lawfully come before said meeting.

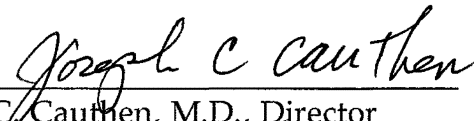
The undersigned hereby waive all notice of the meeting and of any adjournment thereof. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

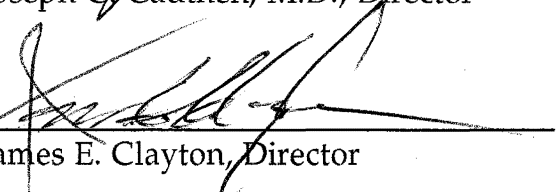
Place of Meeting: 2772 NW 43rd Street, Suite S, Gainesville, Florida.

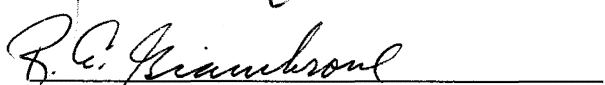
Date of Meeting: July 9, 1993.

Time of Meeting: 4:00 P.M.

APPROVED:

  
\_\_\_\_\_  
Joseph C. Cauthen, M.D., Director

  
\_\_\_\_\_  
James E. Clayton, Director

  
\_\_\_\_\_  
R.A. Giambrone, Director

**MINUTES OF SPECIAL MEETING OF THE BOARD OF DIRECTORS**  
**OF WATERMELON TRIANGLE CORPORATION**

A special meeting of the Board of Directors of WATERMELON TRIANGLE CORPORATION, a Florida not-for-profit corporation, was held at 2772 NW 43rd Street, Suite S, Gainesville, Florida on the 9th day of July, 1993, at 4:00 P.M. An executed copy of written waiver of notice and consent to the holding of this special meeting is attached to these minutes.

Present at the meeting were JOSEPH C. CAUTHEN, M.D, JAMES E. CLAYTON, and ROBERT A. GIAMBRONE, constituting the entire Board of Directors. Also present by invitation was Phil C. Beverly, Jr., corporate counsel.

JAMES E. CLAYTON acted as Chairman of the meeting, and as Secretary. The Chairman announced that the purpose of the meeting was i) to consider ratification and execution of a certain "Road Grade Crossing Easement" between the corporation and CSX Transportation over and across a certain railroad track commonly referred to as the "Shores Crossing," (a copy of the proposed Easement being attached) and to thereafter record the Easement in the Official Records of Alachua County, Florida; ii) to further consider the payment of money in the following amounts to CSX Transportation in order to acquire said Easement:

- |  |            |
|--|------------|
| •Cost of easement purchase                 | \$5,000.00 |
| •Future Maintenance<br>(one time lump sum) | \$3,125.00 |
| •Past due maintenance                      | \$500.00;  |

iii) to further consider the purchase of Three Million (\$3,000,000.00) Dollars liability insurance coverage on behalf of the corporation, according to the terms of the said Easement, at the following cost:

- |   |                                 |
|---|---------------------------------|
| • \$1,000,000.00 general liability policy | \$240.00 first year<br>premium  |
| •\$2 million umbrella policy              | \$600.00 first year<br>premium; |

and iv) to consider approving a form "Declaration" that landowners may execute and record in the Official Records of Alachua County, Florida, in order to join the membership of the Corporation.

The Chairman advised that the necessary funds to purchase the easement and liability insurance had been paid by Attorney's Title Insurance Fund, Inc., to the Trust Account of Hankin, Beverly & Edinger, P.A., on behalf of the Corporation.

After motion, which was duly seconded, and upon discussion, the following resolution was unanimously adopted:



## **PREAMBLE**

**WHEREAS**, it is the opinion of the Board of Directors, after considering the need to formally enter into an easement agreement with CSX Transportation to ensure that members of the corporation have legal access to their individual parcels of real property; and

**WHEREAS**, it is further the opinion of the Board of Directors that the purchase of Three Million (\$3,000,000.00) Dollars liability insurance coverage on behalf of the corporation is in the corporation's best interests; and

**WHEREAS**, it is in the best interests of the Corporation to adopt a form "Declaration" that landowners may execute and record in the Official Records of Alachua County, Florida, in order to join the membership of the Corporation, now, therefore:

## **RESOLUTION**

**BE IT RESOLVED**, that the President and Secretary of the corporation are authorized and instructed to execute the "Road Grade Crossing Easement" between the corporation and CSX Transportation over and across a certain railroad track commonly referred to as the "Shores Crossing," and to then record the Easement in the Official Records of Alachua County, Florida; and

**BE IT FURTHER RESOLVED** that corporate counsel is hereby directed to pay from the corporation's trust account the sum of Eight Thousand Six Hundred Twenty Five (\$8,625.00) Dollars to CSX Transportation in accordance with the foregoing schedule, and further to purchase from the remaining corporate trust account funds, on behalf of the corporation, liability insurance in accordance with the foregoing schedule; and

**BE IT FURTHER RESOLVED** that the attached form of "Declaration," is approved by the Corporation and upon execution and recordation in the Official Records of Alachua County, Florida, by any affected landowner, will entitle that landowner to become a member of the Corporation.

## **ADJOURNMENT**

There being no further business to come before the Board of Directors the meeting was thereafter duly adjourned.

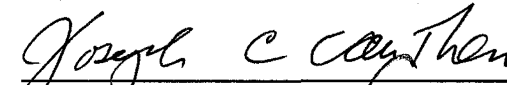
DATED this 9<sup>th</sup> day of July, 1993.


**WATERMELON TRIANGLE  
CORPORATION**

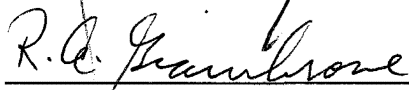
BY: \_\_\_\_\_  
James E. Clayton, Secretary

The Directors of WATERMELON TRIANGLE CORPORATION, having read the foregoing Minutes and having approved the actions reported therein, do hereby set their hands and seals this 9<sup>th</sup> day of July, 1993.

APPROVED:

  
\_\_\_\_\_  
Joseph C. Cauthen, M.D., Director

  
\_\_\_\_\_  
James E. Clayton, Director

  
\_\_\_\_\_  
R.A. Giambrone, Director

Form

(Rev. April 1991)

Department of the Treasury  
Internal Revenue Service**SS-4****Application for Employer Identification Number**(For use by employers and others. Please read the attached instructions  
before completing this form.)

EIN

OMB No. 1545-0003  
Expires 4-30-94

Please type or print clearly.

1 Name of applicant (True legal name) (See instructions.)  
WATERMELON TRIANGLE CORPORATION2 Trade name of business, if different from name in line 1  
N/A3 Executor, trustee, "care of" name  
Phil C. Beverly, Jr.4a Mailing address (street address) (room, apt., or suite no.)  
2772 N.W. 43rd Street, Suite S

5a Address of business (See instructions.)

4b City, state, and ZIP code  
Gainesville, Florida 32606

5b City, state, and ZIP code

6 County and state where principal business is located  
Alachua County, Florida7 Name of principal officer, grantor, or general partner (See instructions.) ▶  
Joseph C. Cauthen, M.D., (Officer/Director)

8a Type of entity (Check only one box.) (See instructions.)

☐ Individual SSN☐ Estate☐ Trust☐ REMIC☐ Personal service corp.☐ Plan administrator SSN☐ Partnership☐ State/local government☐ National guard☐ Other corporation (specify)☐ Farmers' cooperative☒ Other nonprofit organization (specify) Landowner's Assoc. If nonprofit organization enter GEN (if applicable)☐ Federal government/military☐ Church or church controlled organization☐ Other (specify) ▶

8b If a corporation, give name of foreign country (if applicable) or state in the U.S. where incorporated ▶

Foreign country  
N/AState  
FLORIDA

9 Reason for applying (Check only one box.)

☒ Started new business☐ Changed type of organization (specify) ▶☐ Hired employees☐ Purchased going business☐ Created a pension plan (specify type) ▶☐ Created a trust (specify) ▶☐ Banking purpose (specify) ▶☐ Other (specify) ▶

10 Date business started or acquired (Mo., day, year) (See instructions.)

8/26/92

11 Enter closing month of accounting year. (See instructions.)

December

12 First date wages or annuities were paid or will be paid (Mo., day, year). **Note:** If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) ▶ N/A13 Enter highest number of employees expected in the next 12 months. **Note:** If the applicant does not expect to have any employees during the period, enter "0." ▶Nonagricultural  
N/AAgricultural  
N/AHousehold  
N/A

14 Principal activity (See instructions.) ▶ Preservation of an access easement to rural, landlocked land owned by members.

15 Is the principal business activity manufacturing? . . . . .  
If "Yes," principal product and raw material used ▶☐ Yes ☒ No

16 To whom are most of the products or services sold? Please check the appropriate box.

☐ Public (retail)☐ Other (specify) ▶☐ Business (wholesale)☒ N/A

17a Has the applicant ever applied for an identification number for this or any other business? . . . . .

☐ Yes ☒ No**Note:** If "Yes," please complete lines 17b and 17c.

17b If you checked the "Yes" box in line 17a, give applicant's true name and trade name, if different than name shown on prior application.

True name ▶ N/A

Trade name ▶ N/A

17c Enter approximate date, city, and state where the application was filed and the previous employer identification number if known.

Approximate date when filed (Mo., day, year) City and state where filed

N/A

Previous EIN

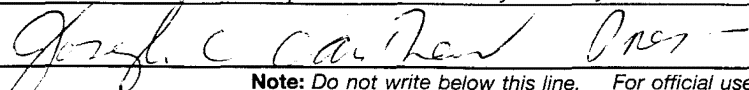
Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Telephone number (include area code)

Name and title (Please type or print clearly.) ▶ Joseph C. Cauthen, M.D., President

(904) 331-0811

Signature ▶



Date ▶

12/10/92

**Note:** Do not write below this line. For official use only.

Please leave blank ▶

Geo.

Ind.

Class

Size

Reason for applying

**ARTICLES OF INCORPORATION  
OF  
WATERMELON TRIANGLE CORPORATION**

(A Florida not for profit corporation)

ARTICLE I

Name

The name of this Corporation shall be WATERMELON TRIANGLE CORPORATION; the principal office shall be 2772 N. W. 43rd Street, Suite S, Gainesville, Alachua County, Florida, 32606, or such other office as the Board of Directors shall designate.

ARTICLE II

Purposes

Section 1. The general nature, objects and purpose for which this Corporation is formed are as follows:

(a) To perform all of the acts and duties as are necessary to negotiate with CSX Transportation toward a permanent crossing easement, at a railroad crossing commonly referred to as the "Shores Crossing", located 559' South of MP AR-737, near the City of Archer, Alachua County, Florida, and to seek a public dedication of the road over which that crossing lies;

(b) To promote the health, safety and welfare of the owners of property who must utilize the "Shores Crossing" for access to, and ingress and egress to, their property;

(c) To provide a means of joint ownership and joint maintenance of the "Shores Crossing" should the Corporation take title or possession of the "Shores Crossing".

Section 2. No part of the income of this Corporation shall be distributed to its members, directors or officers although this shall not preclude the Corporation from hiring employees to fulfill and perform its duties and responsibilities.

ARTICLE III

General Powers

The general powers that the Corporation may exercise are as follows:

(a) To hold funds solely and exclusively for the benefit of the members for the purposes set forth in these Articles of Incorporation.

(b) To promulgate and enforce reasonable Rules and Regulations as it deems necessary and appropriate to achieve the purposes of the Corporation, provided that no such rule shall be inconsistent with these Articles. The Corporation may enforce such rules and regulations through suit for damages or injunctive relief, or any other legal means available.

(c) To delegate power or powers where such is deemed in the interest of the Corporation.

(d) To purchase, lease, hold, sell, mortgage or otherwise acquire or dispose of real or personal property; provided, that the

unanimous consent of all of the members shall be required in order to purchase, sell or mortgage any real property.

(e) To enter into, make, perform or carry out contracts of every kind with any person, firm, corporation or association; to do any and all acts necessary or expedient for carrying on any and all of the activities and pursuing any and all of the objects and purposes set forth in the Articles of Incorporation and not forbidden by the laws of the State of Florida.

(f) To establish and collect assessments from the members in such amount as may be fixed by the Board of Directors in accordance with the By-Laws of the Corporation, for the purpose of operating, maintaining, repairing, improving and administering the "Shores Crossing" and each member's interest in that property, and for such other purposes as may be permitted under these Articles, and to collect and enforce liens for such assessments, by suit if necessary.

(g) To pay taxes and other charges, if any, on or against property owned or accepted by the Corporation.

(h) To borrow money, and, from time to time, to make, accept, endorse, execute and issue debentures, promissory notes or other obligations of the Corporation for monies borrowed or in payment for property acquired or for any of the other purposes of the Corporation and to secure the payment of such obligation by mortgage, pledge or other instrument of trust, or by lien upon, assignment of or agreement in regard to all or any part of the property rights or privileges of the Corporation wherever situated; provided that the Corporation shall not borrow money or undertake any indebtedness in excess of \$1,000.00 without the affirmative vote of two-thirds of the members.

(i) To maintain and/or repair the properties owned by the Corporation and to make such expenditures as may be necessary to repair and maintain Corporation property.

(j) To provide for insurance, and such other services the responsibility for which has been accepted by the Corporation.

(k) To operate without profit for the sole and exclusive benefit of its members.

(l) To carry out the obligations and duties required of the Corporation.

(m) In general, to have all powers conferred upon a not for profit corporation by the laws of the State of Florida, except as prohibited herein.

#### ARTICLE IV

##### Qualification of Members, Manner of their Admission and Voting

Section 1. QUALIFICATIONS. All natural persons, corporations, partnerships or other entities, owning a vested present interest, evidenced by the recordation of a proper instrument in the Public Records of Alachua County, Florida, in the fee title to any one or more of the parcels of real property, the access to which is over and across a certain railroad crossing owned by CSX Transportation, known as the "Shores Crossing", being located 559' South of MP AR-737, near the City of Archer, Alachua County, Florida, shall be entitled to be members and their membership shall automatically terminate when they no longer own such interest.

Section 2. ADMISSION. Each person or entity qualified for admission as a member shall be deemed admitted upon execution and recording in the Alachua County Public Records of a declaration or agreement submitting that person or entity, and the land adjoining the above-described access to the "Shores Crossing" belonging to such person or entity, to the assessment power of this Corporation. Thereafter, the assessment power of the Corporation, and the rights and privileges of membership, shall run with the land of such owner. Acceptance of a deed which is encumbered by the said declaration or agreement shall constitute submission to the assessment authority of the Corporation. The membership rights of the individual owners shall terminate when they are no longer qualified for admission (i.e. when they no longer have a fee interest in the property), and such membership shall automatically be transferred to the person or entity then assuming fee simple ownership of the former owner's land.

Section 3. VOTING. Each member shall be entitled to one vote for each parcel of land owned by such member. For the purposes of these Articles, a single tract of land may be subdivided and treated as separate parcels (thereby giving more than one vote to the original member and his assigns), only if the original tract is formally platted, or if the subdivided parcels have been assigned separate tax parcel numbers by the Alachua County Tax Appraiser, or if the subdivided parcels have been transferred to multiple owners.

#### ARTICLE V

##### Board of Directors

Section 1. The affairs and property of this Corporation shall be managed and governed by a Board of Directors of not less than three (3) members. Any natural person shall be qualified to serve as a Director.

Section 2. The Board of Directors shall be elected by a majority vote of those members present at the regular annual meeting of the membership of the Corporation. The Board of Directors shall be elected to serve for a term of one (1) year. In the event of a vacancy, the elected members of the Board may appoint an additional Board member to serve the balance of said year. Failure to so appoint shall not in any manner prevent the remaining Board members from carrying on all the affairs of the Corporation.

Section 3. The following three (3) persons shall constitute the first Board of Directors until the election of the Board of Directors at the first annual meeting of the members:

NAME

ADDRESS

#### ARTICLE VI

##### Officers

Section 1. All officers shall be elected by the Board of Directors in accordance with the By-Laws at the regular annual meeting of the Board of Directors to be held immediately following the annual meeting of the membership. The Board of Directors shall elect from the members a President, Vice President and Secretary-Treasurer, and such other officers as it shall deem advisable.

Section 2. The name of the officers who shall serve until the election at the first annual meeting of the Board are as follows:

OFFICER

NAME/ADDRESS

President

Vice-President

Secretary/Treasurer

#### ARTICLE VII

##### Term of Existence

This Corporation shall have perpetual existence unless sooner dissolved according to law.

#### ARTICLE VIII

##### Name and Address of Incorporator

The name and address of the Incorporator is as follows:

NAME

ADDRESS

#### ARTICLE IX

##### By-Laws

The Board of Directors shall adopt By-Laws consistent with these Articles.

#### ARTICLE X

##### Amendment to Articles of Incorporation

These Articles may be altered, amended, or repealed by resolution of the Board of Directors and ratification by a two-thirds vote of the members, provided that any action which presently requires the vote of all members shall require a unanimous vote in order to amend such provision.

#### ARTICLE XI

##### Indemnification of Officers and Directors

The Corporation shall have the authority, but is not required to indemnify any Director, Officer, employee or agent of the Corporation under those circumstances in which indemnification would be proper under Florida law.

#### ARTICLE XII

##### Transactions in Which Directors or Officers are Interested

Section 1. No contract or transaction between the Corporation and one or more of its Directors or Officers, or between the Corporation and any other corporation, partnership, association, or other organization in which one or more of its Directors or Officers are Officers or Directors, or have a financial interest, shall be invalid, void, or voidable solely for this reason, or solely because the Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorized the contract or transaction, or solely because his or their votes are counted for such purpose. No Director or Officer of the Corporation shall incur liability by reason of the fact that he is or may be interested in any such contract or transaction.

Section 2. Interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorized the contract or transaction.

#### ARTICLE XIII

##### Dissolution of the Corporation

Section 1. Upon dissolution of the Corporation, adequate provisions shall be made for payment of creditors as follows:

(a) All liabilities and obligations of the Corporation shall be paid and discharged, or adequate provision made therefore;

(b) Assets held upon condition requiring return, transfer, or conveyance, which condition occurs by reason of the dissolution, shall be returned, transferred, or conveyed, in accordance with such requirement;

Section 2. All assets remaining after provision for creditors and payment of all costs and expenses of such dissolution shall be distributed in the following manner:

(a) Any easement rights or ownership rights acquired by the Corporation with respect to the "Shores Crossing" shall be conveyed to the members by deed from the Corporation or its successors, unless such easement rights or ownership rights are suitable for dedication to the County or municipality having jurisdiction over the area and the said government accepts such dedication, in which case the Corporation's interest in the "Shores Crossing" shall be dedicated for public use. In the event the "Shores Crossing" is conveyed to the members, the deed shall convey to each member an undivided share, based on that member's proportionate voting rights; the pro rata share shall be determined by dividing the number of votes held by each member by the total number of members of the Corporation.

(b) Any other real or personal property held by the Corporation shall either be sold in a commercially reasonable manner or conveyed to the members by deed, as the acting Board of Directors or their successors may elect. Any such distribution of proceeds or property shall be in the same pro rate share as provided in the preceding paragraph.

(c) Any remaining assets of the Corporation, including cash assets, shall be distributed to the members in the same pro rate share as provided in Article XIV(a) above.

#### ARTICLE XIV

##### Initial Registered and Principal Office and Agent

PHIL C. BEVERLY, JR. is hereby designated as the Registered Agent for service of process within the State of Florida, and the street address of the initial Registered and Principal Office of this Corporation is 2772 N.W. 43rd Street, Suite S, Gainesville, Alachua County, Florida, 32606.

IN WITNESS WHEREOF, the said Incorporator has hereunto set his/her hand and seal this \_\_\_\_\_ day of \_\_\_\_\_, 1992.

\_\_\_\_\_(SEAL)



STATE OF FLORIDA  
COUNTY OF ALACHUA

I HEREBY CERTIFY that on the \_\_\_\_ day of \_\_\_\_\_, 1992, before me, the undersigned authority, personally appeared \_\_\_\_\_, who produced a Florida driver's license as identification, and who executed the foregoing Articles of Incorporation, and acknowledged the execution of such instrument for the uses and purposes therein expressed.

WITNESS my hand and official seal at Gainesville, Alachua County, Florida, the date aforesaid.

\_\_\_\_\_  
NOTARY PUBLIC, State of Florida

My Commission Expires:

**ACKNOWLEDGEMENT**

Having been named to accept the service of process for the above stated Corporation at the place designated in this certificate, I hereby accept the responsibility to act in this capacity, and I agree to comply with the provisions of Florida law relative to keeping open said office.

By: \_\_\_\_\_  
PHIL C. BEVERLY, JR.