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Division of Corporations

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Division of Corporations  
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**FOREIGN PROFIT/NONPROFIT CORPORATION**  
**24th Avenue Vacation Villas (NB) Ltd. Corp.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$78.75

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August 26, 2013

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BAKER & MCKENZIE

SUBJECT: 24TH AVENUE VACATION VILLAS (NB) LTD. CO.  
REF: W13000047493

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The use of LIMITED or LTD. is not sufficient as a corporate designation. The name must include a word such as INCORPORATED, INC., CORPORATION or CORP.

If you have any further questions concerning your document, please call (850) 245-6052.

Ruby Dunlap  
Regulatory Specialist II  
New Filing Section

FAX Aud. #: H13000188609  
Letter Number: 213A00020255

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**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA**

*IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE STATE OF FLORIDA.*

1. 24th Avenue Vacation Villas (NB) Ltd. Corp.

(Enter name of corporation; must include "INCORPORATED," "COMPANY," "CORPORATION," "Inc.," "Co.," "Corp.," "Inc.," "Co.," or "Corp.")

(If name unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

2. New Brunswick, Canada

(State or country under the law of which it is incorporated)

3. \_\_\_\_\_

(FEI number, if applicable)

4. August 14, 2013

(Date of incorporation)

5. Perpetual

(Duration: Year corp. will cease to exist or "perpetual")

6. Upon qualification

(Date first transacted business in Florida, if prior to registration)  
(SEE SECTIONS 607.1501 & 607.1502, F.S., to determine penalty liability)

7. 44 Chipman Hill, Suite 1000, Saint John, NB, Canada E2L 2A9

(Principal office address)

PO Box 7289, Postal Station A, Saint John, NB, Canada E2L 4S6

(Current mailing address)

8. Any lawful purpose

(Purpose(s) of corporation authorized in home state or country to be carried out in state of Florida)

9. Name and ~~street~~ address of Florida registered agent: (P.O. Box NOT acceptable)

Name: NRAI Services, Inc.

Office Address: 1200 South Pine Island Road

Plantation, Florida 33324

(City)

(Zip code)

10. Registered agent's acceptance:

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Kati Wonsch, Asst. Sec.  
(Registered agent's signature)

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

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12. Names and business addresses of officers and/or directors:

A. DIRECTORS

Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Vice Chairman: \_\_\_\_\_

Address: \_\_\_\_\_

Director: Merle Frederick Armstrong

Address: 192 Water St., St.Andrews, New Brunswick, Canada E5B 1B2

Director: \_\_\_\_\_

Address: \_\_\_\_\_

B. OFFICERS

President: Merle Frederick Armstrong

Address: 192 Water St., St.Andrews, New Brunswick, Canada E5B 1B2

Vice President: \_\_\_\_\_

Address: \_\_\_\_\_

Secretary: Merle Frederick Armstrong

Address: 192 Water St., St.Andrews, New Brunswick, Canada E5B 1B2

Treasurer: \_\_\_\_\_

Address: \_\_\_\_\_

NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

*Merle Frederick Armstrong (Pres)*  
Signature of Director or Officer

The officer or director signing this document (and who is listed in number 12 above) affirms that the facts stated herein are true and that he or she is aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

14. Merle Frederick Armstrong, as President

(Typed or printed name and capacity of person signing application)

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CANADA  
PROVINCE OF NEW BRUNSWICK  
BUSINESS CORPORATIONS ACT

CANADA  
PROVINCE DU NOUVEAU-BRUNSWICK  
LOI SUR LES CORPORATIONS  
COMMERCIALES

CERTIFICATE OF INCORPORATION  
(SECTION 6)

CERTIFICAT DE CONSTITUTION  
EN CORPORATION  
(ARTICLE 6)

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24th Avenue Vacation Villas (NB) Ltd.

\_\_\_\_\_  
Name of Corporation / Raison sociale de la corporation

671965

\_\_\_\_\_  
Corporation Number / Numéro de la corporation

I HEREBY CERTIFY that the above-mentioned corporation, the Articles of Incorporation of which are attached, was incorporated under the Business Corporations Act of the Province of New Brunswick.

JE CERTIFIE que la corporation mentionnée ci-dessus, dont les statuts constitutifs sont joints à ce certificat, a été constituée en corporation en vertu de la Loi sur les corporations commerciales de la province du Nouveau-Brunswick

Director - Directeur

August 14, 2013 - le 14 août 2013

\_\_\_\_\_  
Date of Incorporation - Date de constitution

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**BUSINESS CORPORATIONS ACT  
FORM 1  
ARTICLES OF INCORPORATION  
(SECTION 4)**

**LOI SUR LES CORPORATIONS COMMERCIALES  
FORMULE 1  
STATUTS CONSTITUTIFS  
(ARTICLE 4)**

1 - Name of Corporation, Raison sociale de la corporation  
**24th Avenue Vacation Villas (NB) Ltd.**

2 - The classes and any maximum number of shares that the corporation is authorized to issue and any maximum aggregate amount for which shares may be issued including shares without par value and/or with par value and the amount of the par value: Les catégories et le nombre maximal d'actions que la corporation peut émettre ainsi que le montant maximal global pour lequel les actions peuvent être émises y compris les actions sans valeur au pair ou avec valeur au pair ou les deux et le montant de la valeur au pair:  
 An unlimited number of common shares without nominal or par value.

3 - Restrictions, if any, on share transfers: Restrictions, s'il y en a, au transfert d'actions:  
 No securities, other than non-convertible debt securities, shall be transferred without the consent of the directors or shareholders of the corporation expressed by resolution passed at a meeting of the board of directors or the shareholders or by an instrument or instruments in writing signed by all such directors or shareholders.

4 - Number (or minimum and maximum number) of directors: Nombre (ou nombre minimum et maximum) des administrateurs:  
 Minimum **1** Maximum **5**

5 - Restrictions, if any, on business the corporation may carry on: Restrictions, s'il y en a, à l'activité que peut exercer la corporation:  
 None

6 - Other provisions, if any: D'autres dispositions, le cas échéant:  
 See Schedule - Other Provisions

7 - Incorporators:		Fondateurs:	
Date	Names - Noms	Address (include postal code) Adresses (y compris le code postal)	Signature
2013-08-14	Joel B. Reed	44 Chipman Hill Suite 1000 Saint John NB E2L 2A9	Joel B. Reed <div style="text-align: center;"> <b>FILED</b>                      13 AUG 26 AM 9:42                      SECRETARY OF STATE                      TALLAHASSEE, FLORIDA                 </div>

FOR DEPARTMENT USE ONLY		RÉSERVÉ À L'USAGE DU MINISTÈRE	
Corporation No - No de Corporation TN# 636293	671965	Filed - Déposé	2013-08-14
43-4104 (6/01)			

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**24th Avenue Vacation Villas (NB) Ltd.**

**Schedule - Other Provisions**

**1. PLACE OF SHAREHOLDER MEETINGS**

Notwithstanding subsections (1) and (2) of Section 84 of the Business Corporations Act, as from time to time in force, meetings of shareholders of the Corporation may be held at any place outside New Brunswick.

**2. NOTICE OF SHAREHOLDER MEETINGS**

Notwithstanding subsection (1) of Section 87 of the Business Corporations Act, as from time to time in force, notice of time and place of a meeting of shareholders of the Corporation shall be deemed to be properly given if sent not less than three (3) days nor more than fifty (50) days before such meeting:

- (a) to each shareholder entitled to vote at the meeting;
- (b) to each director; and
- (c) to the auditor, if any.

**3. PRE-EMPTIVE RIGHTS**

(A) Notwithstanding subsection (2) of Section 27 of the Business Corporations Act, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of equity shares of any class, in the case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its equity shares of any class of any shares or other securities convertible into or carrying rights or options to purchase its equity shares of any class, shall not as such, even if the issuance of the equity shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the unlimited dividend rights of such holders, have the pre-emptive right as provided by Section 27 of the Business Corporations Act to purchase such shares or other securities.

(B) Notwithstanding subsection (3) of Section 27 of the Business Corporations Act, as from time to time in force, but subject however to any rights arising under any unanimous shareholders agreements, the holders of voting shares of any class, in case of the proposed issuance by the Corporation of, or the proposed granting by the Corporation of rights or options to purchase, its voting shares of any class or any shares or options to purchase its voting shares of any class, shall not as such, even if the issuance of the voting shares proposed to be issued or issuable upon exercise of such rights or options or upon conversion of such other securities would adversely affect the voting rights of such holders, have the pre-emptive right as provided by Section 27 of the Business Corporations Act to purchase such shares or other securities.

**4. FINANCIAL ASSISTANCE**

The Corporation may, directly or indirectly, give financial assistance by means of a loan, guarantee or otherwise:

- (a) to any shareholder, director, officer or employee of the Corporation or of an affiliated corporation, or
- (b) to any associate of a shareholder, director, officer or employee of the Corporation or of an affiliated corporation; whether or not:
- (c) the Corporation is, or after giving the financial assistance would be, unable to pay its liabilities as they become due; or
- (d) the realizable value of the Corporation's assets, excluding the amount of any financial assistance in the form of a loan or in the form of assets pledged or encumbered to secure a guarantee, after giving the financial assistance, would be

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less than the aggregate of the Corporation's liabilities and stated capital of all classes.

5. NUMBER OF DIRECTORS

The number of directors within the minimum and maximum numbers provided for in these articles shall be as determined by resolution of the board of directors.

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