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RRH 1541-03-4000

FLORIDA PROFIT CORPORATION OR P.A.

Vista Hill Holdings, Inc.

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

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ARTICLES OF INCORPORATION
OF
VISTA HILL HOLDINGS, INC.

The undersigned incorporator hereby executes 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: **Vista Hill Holdings, Inc.**

ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS

The address of the principal office and the mailing address of this corporation shall be:

1091 Shipwatch Circle
Tampa, Florida 33602

ARTICLE III
CAPITAL STOCK

(a) **Authorized Capitalization**.

The total number of shares of capital stock authorized to be issued by this Corporation shall be:

500,000 shares of Class A Voting Common Stock, par value $.01 per share (the "Class A Common Stock");

2,000,000 shares of Class B Non-Voting Common Stock, par value $.01 per share (the "Class B Common Stock")."

(b) **Payment for Stock**. All or any part of the consideration for the issuance of the capital stock of this Corporation may be in cash, property or labor or services at a fair valuation to be fixed by the Board of Directors at a meeting called for that purpose, which consideration, in any event, shall not be less than the par value of the shares issued therefor. All stock when issued shall be fully paid and nonassessable.

(c) **Voting**. The voting power of this Corporation shall be vested solely in the Class A Common Stock, including the right to elect all members of the Board of Directors of the Corporation (except as specifically required by the Florida Business Corporation Act (Chapter 607, Fla. Stats.)) (the "FBCA"). Holders of shares of Class A Common Stock shall be entitled to one vote for each share of Class A Common Stock. Shares of Class B Common Stock shall not be entitled to any vote on any matters brought before shareholders for a vote, except as specifically required by the FBCA. There shall be no cumulative voting in the election of directors.

(d) **Dividends**. Any and all dividends are to be shared among the holders of shares of outstanding Class A Common Stock and Class B Common Stock on a share for share basis.

ARTICLE IV
EXISTENCE OF CORPORATION

This corporation shall have perpetual existence.

ARTICLE V
REGISTERED OFFICE AND REGISTERED AGENT

The initial registered office of this corporation shall be located at 101 East Kennedy Boulevard, Suite 4100, Tampa, Florida 33602 and the initial registered agent of this corporation at such office shall be Reid Haney. This corporation shall have the right to change such registered agent and such registered office from time to time, as provided by law.

ARTICLE VI
BOARD OF DIRECTORS

The Board of Directors of this corporation shall consist of a number of directors to be fixed from time to time by the stockholders or the bylaws. The business and affairs of this corporation shall be managed by the Board of Directors, which may exercise all such powers of this corporation and do all such lawful acts and things as are not by law directed or required to be exercised or done only by the stockholders.

ARTICLE VII
INITIAL BOARD OF DIRECTORS

The initial Board of Directors of this corporation shall consist of one member, such member to hold office until their successors have been duly elected and qualify. The name and street address of the initial director are:

Name	Address
Andrew Portelli	1091 Shipwatch Circle Tampa, Florida 33602

ARTICLE VIII
INCORPORATOR

The name and street address of the incorporator making these Articles of Incorporation are:

Name	Address
Andrew Portelli	1091 Shipwatch Circle Tampa, Florida 33602

ARTICLE IX
BUSINESS AND PURPOSES

The general purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be incorporated under the Business Corporation Act of the State of Florida, and any amendments thereto, and in connection therewith, this corporation shall have and may exercise any and all powers conferred from time to time by law upon corporations formed under such Act.

ARTICLE X
BYLAWS

(a) The power to adopt the bylaws of this corporation to alter, amend or repeal the bylaws, or to adopt new bylaws, shall be vested in the Board of Directors of this corporation; provided, however, that any bylaw or amendment thereto as adopted by the Board of Directors may be altered, amended or repealed by vote of the stockholders entitled to vote thereon, or a new bylaw in lieu thereof may be adopted by vote of the stockholders.

(b) The bylaws of this corporation shall be for the government of this corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of this corporation, provided the same are not inconsistent with the provisions of these Articles of Incorporation, or contrary to the laws of the State of Florida or of the United States.

ARTICLE XI
AMENDMENT OF ARTICLES OF INCORPORATION

This corporation reserves the right to amend, alter, change or repeal any provisions 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 XII
AFFILIATED TRANSACTIONS

The provisions of Section 607.0901, Florida Statutes, relating to affiliated transactions, shall be inapplicable to this corporation.

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

DATED this 31st day of July, 2003.

ANDREW PORTELLI

ACCEPTANCE OF SERVICE AS REGISTERED AGENT

The undersigned, REID HANEY, having been named as registered agent to accept service of process for the above-named corporation at the registered office designated in the Articles of Incorporation, hereby agrees and consents to act in that capacity. The undersigned is familiar with and accepts the duties and obligations of such position.

DATED this 31st day of July, 2003.

REID HANEY

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