

# Davenport & James

Bert A. Davenport  
Alisa W. James

CHARTERED  
ATTORNEYS AND COUNSELLORS AT LAW

216 East Fourth Street  
Panama City, Florida 32401  
Phone: 785-6187  
Fax: 785-6188

February 16, 1995

*PA 50000 14664*

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 630  
Tallahassee, FL 32301

500001411005  
-02/21/95--01026--010  
\*\*\*122.50 \*\*\*122.50

Re: Emerald Beach Motel, Inc.

Dear Sir:

We herewith enclose the original and one copy of a proposed Articles of Incorporation of Emerald Beach Motel, Inc., along with our check in amount of \$122.50.

Very truly yours,

DAVENPORT & JAMES

*Bert A. Davenport*  
Bert A. Davenport

BAD:jc  
Enc.: as stated

FILED  
95 FEB 20 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
EMERALD BEACH MOTEL, INC.

FILED  
95 FEB 20 AM 8:33  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators for purpose of forming a corporation under the Florida Business Corporation Act hereby adopts the following Articles of Incorporation.

ARTICLE ONE - NAME

The name of this corporation shall be EMERALD BEACH MOTEL, INC.

ARTICLE TWO - PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be 14701 Front Beach Road, Panama City Beach, Florida 32413.

ARTICLE THREE - SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 300 shares of common stock of the par value of \$30.00 per share.

ARTICLE FOUR - INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is JIM HOLSOMBAKE, 14701 Front Beach Road, Panama City Beach, Florida 32413.

ARTICLE FIVE - INCORPORATORS

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

JIM HOLSOMBAKE, 14701 Front Beach Road, Panama City Beach, Florida 32413

#### **ARTICLE SIX - PURPOSE OR PURPOSES**

The general purpose for which this corporation is organized is:

To transact any lawful business for which corporations may be incorporated under the Florida General Corporation Act.

#### **ARTICLE SEVEN - BY-LAWS**

The power to adopt by-laws of this corporation and to amend or repeal any by-laws shall be vested in the Board of Directors of this corporation provided, however, that any by-law amendment thereto as adopted by the Board of Directors may be amended or repealed by a majority vote of the outstanding stock in this corporation.

The by-laws of this corporation shall be for the government of the corporation and may contain any provision or requirement for the management or conduct of the affairs of the business of the corporation provided the same are consistent with the Articles of Incorporation and the laws of Florida.

#### **ARTICLE EIGHT - DURATION**

This corporation shall have perpetual existence.

#### **ARTICLE NINE - BOARD OF DIRECTORS**

The number of directors of this corporation shall be initially not less than three nor more than five as stated in the by-laws.

#### **ARTICLE TEN - INITIAL DIRECTORS**


The name and post office address of the members of the initial Board of Directors are:

JAMES B. KOIKOS, 14705 W. Highway 98, Panama City Beach, Florida 32413

NICHOLAS KOIKOS, 14705 W. Highway 98, Panama City Beach, Florida 32413

JIM HOLSOMBAKE, 14701 Front Beach Road, Panama City Beach, Florida 32413

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal  
and has acknowledged and filed the foregoing Articles of Incorporation under the laws  
of the State of Florida, this 16<sup>TH</sup> day of February, 1995.

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

JIM HOLSOMBAKE

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Emerald Beach Motel, Inc.

2. The name and address of the registered agent and office is:

Jim Holsombake

(Name)

14701 Front Beach Road

(P.O. Box ~~not~~ acceptable)

Panama City Beach, Florida 32413

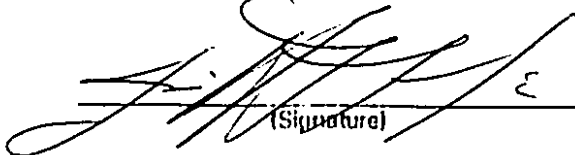
(City/State/Zip)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

95 FEB 20 AM 8 39

FILED

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

  
\_\_\_\_\_  
(Signature)

February 16, 1995

(Date)