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FLORIDA PROFIT CORPORATION OR P.A.

Atlantis Investment Holdings, Inc.

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**ARTICLES OF INCORPORATION  
OF  
ATLANTIS INVESTMENT HOLDINGS, INC.**

The undersigned, acting as incorporator of ATLANTIS INVESTMENT HOLDINGS, INC., under the Florida Business Corporation Act, adopts the following Articles of Incorporation.

**ARTICLE ONE**

**NAME**

The name of the Corporation is ATLANTIS INVESTMENT HOLDINGS, INC.

**ARTICLE TWO**

**ADDRESS**

The mailing address of the Corporation is 631 Sixth Ave., S., St. Petersburg, Florida, 33701.

**ARTICLE THREE**

**COMMENCEMENT OF EXISTENCE**

The existence of the Corporation will commence on the filing of the articles of incorporation.

**ARTICLE FOUR**

**PURPOSE**

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

**ARTICLE FIVE**

**AUTHORIZED SHARES**

5.1. Authorized Capitalization. The total number of shares of stock authorized to be issued by this Corporation shall be 3,000 shares of voting common stock, par value \$.01 per share (the "Voting Common Stock"); and 297,000 shares of nonvoting common stock, par value \$.01 per share (the "Nonvoting Common

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Stock"). The Voting Common Stock and the Non-Voting Common Stock are collectively referred to herein as the "Common Stock".

5.2. Payment of Stock. All or any part of the consideration for the issuance of the stock of the Corporation may be in cash, property, 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. All stock when issued shall be fully paid and nonassessable.

5.3. Voting. The voting power of this Corporation shall be vested in the Voting Common Stock. Holders of shares of Voting Common Stock shall be entitled to one vote for each share of Voting Common Stock. The Nonvoting Common Stock shall not be entitled to voting rights except as otherwise provided by law. There shall be no cumulative voting in the election of directors.

5.4. Dividends. Any dividends are to be shared among the holders of shares of outstanding Common Stock on a share for share basis. The holders of the outstanding Common Stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash or in other property to the extent permitted by the Florida Business Corporation Act, as in effect from time to time. The Corporation may declare and pay dividends payable in shares of the Common Stock of the Corporation. Shares of one class or series of Common Stock of the Corporation may be issued as a share dividend in respect of shares of another class or series of Common Stock of the Corporation.

5.5. No Preference in the Event of Liquidation. Liquidation proceeds shall be distributed prorata among the holders of the outstanding shares of Common Stock on a share for share basis.

5.6. No Preemptive Rights. No holder of shares of the Stock of any class of the Corporation shall have any preemptive or preferential right of subscription to any shares of any class of stock of the Corporation, whether now or hereafter authorized, or to any obligations convertible into stock of the Corporation, issued or sold, nor any right of subscription to any thereof other than such, if any, as the Board of Directors in its discretion may determine from time to time and at such price as the Board of Directors may fix from time to time; and any share of stock or convertible obligations which the Corporation may determine to offer for subscription to the holders of stock may be offered to more than one class of stock, as the Board of Directors shall determine, in such proportions as between said classes of stock as the Board of Directors in its discretion may determine. As used in this paragraph, the expression "convertible obligations" shall include any notes, bonds or other evidences of indebtedness to which are attached or with which are issued warrants or other rights to purchase stock of the Corporation of any class or classes. The Board of Directors is hereby expressly authorized in its discretion in connection with the issue of any obligations or stock of the Corporation (but without

intending hereby to limit its general power so to do in any other cases) to grant rights or options to purchase stock of the Corporation of any class upon such terms and during such periods as the Board of Directors shall determine and to cause such rights or options to be evidenced by such warrants or other instruments as it may deem advisable.

ARTICLE SIX

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 631 Sixth Ave., S., St. Petersburg, Florida, 33701, and the name of the Corporation's initial registered agent at that address is J. Crayton Pruitt.

ARTICLE SEVEN

INITIAL BOARD OF DIRECTORS

The Corporation shall have one director initially. The number of directors may be either increased or diminished from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial director are:

<u>Name</u>	<u>Address</u>
J. Crayton Pruitt	631 Sixth Ave., S. St. Petersburg, FL 33701

ARTICLE EIGHT

INCORPORATOR

The name and street address of the incorporator are:

<u>Name</u>	<u>Address</u>
J. Crayton Pruitt	631 Sixth Ave., S. St. Petersburg, FL 33701

The incorporator of the Corporation assigns to this Corporation his rights under Section 607.0201, Florida Statutes, to constitute a Corporation, and he assigns to those persons designated by the board of directors any rights he may have as incorporator to acquire any of the capital stock of this Corporation, this assignment becoming effective on the date corporate existence begins.

ARTICLE NINE

AFFILIATED TRANSACTIONS

The Corporation, pursuant to Section 607.0901(5)(a) Florida Statutes, expressly elects not to be governed by Section 607.0901 Florida Statutes, pertaining to Affiliated Transactions.

ARTICLE TEN

INDEMNIFICATION

The Corporation shall indemnify any officer or director of the Corporation, or any former officer or director of the Corporation, to the fullest extent permitted by applicable law, in accordance with the Corporation's Bylaws, pursuant to an agreement authorized by the Board of Directors with such person and as otherwise permitted under the Florida Business Corporation Act, as in effect from time to time.

ARTICLE ELEVEN

ARTICLES AND BYLAWS

11.1 The Corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

11.2 The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE TWELVE

PROVISIONS FOR REGULATION OF THE INTERNAL  
AFFAIRS OF THE CORPORATION

For the regulation of the business and for the conduct of the affairs of the Corporation, to create, divide, limit and regulate the powers of the Corporation, the directors and the Shareholders, provision is made as follows:

12.1 General authority is hereby conferred upon the board of directors of the Corporation, except as the shareholders may otherwise from time to time provide or direct, to fix the consideration for which the shares of stock of the Corporation shall be issued and disposed of and to provide when and how such consideration shall be paid.

12.2 Meetings of the incorporator, of the shareholders and of the directors of the Corporation, for all purposes, may be held at any place, either inside or outside of the State of Florida.

12.3 All corporate powers, including the sale, mortgage, hypothecation and pledge of the whole or any part of the corporate property, shall be exercised by the board of directors, except as otherwise expressly provided by law.

12.4 The board of directors shall have power from time to time to fix and determine and vary the amount of the working capital of the Corporation and direct and determine the use and disposition of the Corporation's funds and in its discretion the board of directors may, to the extent permitted by applicable law, use and apply such funds in purchasing or acquiring bonds or other obligations of the Corporation or shares of its own Common Stock to such extent, in such manner and upon such terms as the board of directors may deem expedient.

12.5 The board of directors shall have the power of fixing the compensation by way of salaries and/or bonuses and/or pensions of the employees, the agents, the officers and directors, all or each of them, in such sum and form and amounts as may seem reasonable in and by their discretion.

12.6 The board of directors may designate from their number an executive committee which, for the time being, in the intervals between meetings of the board and to the extent provided by the bylaws and authorized by law, shall exercise the powers of the board of directors in the management of the affairs and business of the Corporation.

12.7 Any one or more of all of the directors may be removed, either with or without cause, at any time by the vote of the shareholders holding a majority of the stock of the Corporation entitled to vote at any special meeting, and thereupon the term of each director or directors who shall have been so removed shall forthwith terminate and there shall be a vacancy or vacancies in the board of directors, to be filled as provided by the bylaws.

12.8 Any officers of the Corporation may be removed either with or without cause at any time by vote of a majority of the board of directors present.

12.9 No contract or other transaction between the Corporation and any other corporation shall be affected or invalidated by the fact that any one or more of the directors or officers of the corporation is or are interested in or is a director or officer or are directors or officers of such other corporation nor shall such contract or other transaction be affected by the fact that the directors or officers of the Corporation are personally interested therein. Any director or directors, officer or officers, individually or jointly, may be a party or parties to or may be interested in any contract or transaction of or with this Corporation or in which this Corporation is interested and no contract, act or transaction of this Corporation

with any person or persons, firm, association or corporation shall be affected or invalidated by the fact that any director or directors or officer or officers of this Corporation is a party or are parties to or interested in such contract, act or transaction or in any way connected with such person or persons, firm, association or corporation. Each and every person who may become a director or officer of this Corporation is hereby relieved, as far as is legally permissible, from any disability which might otherwise prevent him from contracting with the Corporation for the benefit of himself or of any firm, association or corporation in which he may be interested.

12.10 The bylaws of the Corporation may be amended or repealed and additional bylaws added or adopted by a majority vote of the entire board of directors so long as the proposed action is not inconsistent with any bylaws which may have been adopted at any shareholders meeting. The bylaws of the Corporation may be amended or repealed at any shareholders' meeting.

The undersigned incorporator, for the purpose of forming a corporation under the laws of the State of Florida, has executed these Articles of Incorporation on September 16, 1999.

  
\_\_\_\_\_  
J. CRAYTON PRUITT

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That ATLANTIS INVESTMENT HOLDINGS, INC., desiring to organize under the laws of the State of Florida with its initial registered office, as indicated in the Articles of Incorporation, at 631 Sixth Ave., S., St. Petersburg, 33701, has named J. Crayton Pruitt as its agent to accept service of process within this state.

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the corporation named above, at the place designated in this certificate, I agree to act in that capacity, to comply with the provisions of the Florida Business Corporation Act, and am familiar with, and accept, the obligations of that position.

*J. Crayton Pruitt Sr.*  
\_\_\_\_\_  
J. CRAYTON PRUITT

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