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LAW OFFICES
SHELL, FLEMING, DAVIS & MENGE
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PENSACOLA, FLORIDA 32591-1831

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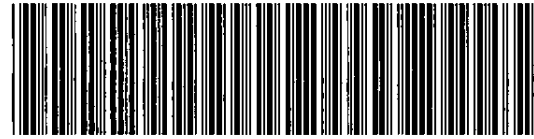
(Business Entity Name)

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01/20/11--01016--021 **43.75

02/04/11--01021--022 **35.00

MRS
2/8

SECRETARY OF STATE
TALLAHASSEE FLORIDA

11 FEB -7 PM 3:12

FILED

111 1831

SHELL, FLEMING, DAVIS & MENGE
ATTORNEYS AT LAW

BRADEN K. BALL, JR.
GEOFFREY P. BRODERSEN
MAUREEN DUGNAN
Board Certified Criminal Trial Lawyer
Also Licensed In New York
PATRICK J. HAMMERGREN
CHARLES L. HOFFMAN, JR.
LL.M. in Taxation
DANNY L. KEPNER
Board Certified Civil Trial Lawyer
LOUIS A. (TRIP) MAYGARDEN, III
JILL K. SATTERWHITE
LL.M. in Taxation
Also Licensed In Alabama
JAMES A. SHEA, JR.
Also Licensed in Alabama and Georgia
STEPHEN B. SHELL
Board Certified Real Estate Lawyer
COURTNEY F. SMITH
TOMMY G. SMITH

STEPHEN B. SHELL

TELEPHONE • (850) 434-2411 ext. 110
FACSIMILE • (850) 435-1074
E-MAIL • sshell@shellfleming.com

OF COUNSEL:
THURSTON A. SHELL
FLETCHER FLEMING

ROLLIN D. DAVIS, JR.
(1932-2002)
M.J. MENGE
(1936-2007)

226 PALAFOX PLACE
NINTH FLOOR, SEVILLE TOWER
PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

January 13, 2011

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Achilles Divers, Inc.

Gentlemen:

Enclosed are original and a hole-punched copy of Articles of Incorporation for the referenced entity. Please file the original and certify and return to us the hole-punched copy. Also enclosed is this firm's check for \$43.75 in payment of the \$35 filing fee and the \$8.75 certified copy fee.

Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Stephen B. Shell

SBS:lfc
Enclosures

B3118.00000

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PENSACOLA, FLORIDA 32502

MAIL TO:
POST OFFICE BOX 1831
PENSACOLA, FLORIDA 32591-1831

February 1, 2011

Department of State
Division of Corporations
Corporate Filings
Post Office Box 6327
Tallahassee, FL 32314

Re: Achilles Divers, Inc.

Gentlemen:

Per your letter of January 26, 2011 (copy attached), enclosed are original and a hole-punched copy of Articles of Incorporation for the referenced entity and this firm's check for \$35 in payment of the balance due on the fees. Please file the original and certify and return to us the hole-punched copy.

Thank you for your assistance in this matter.

Very truly yours,

SHELL, FLEMING, DAVIS & MENGE



Stephen B. Shell

SBS:lfc
Enclosures

B3118.00000



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 26, 2011

STEPHEN B SHELL
PO BOX 1831
PENSACOLA, FL 32591-1831

SUBJECT: ACHILLES DIVERS, INC.
Ref. Number: W11000004800

We have received your document for ACHILLES DIVERS, INC. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00.

Please make the change in heading of the Certificate designating the registered agent in reference to chapter 607.0202 and 607.0501(3), Florida Statutes, nonprofits are filed according to Chapter 617 of the Florida Statutes.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6879.

Ruby Dunlap
Regulatory Specialist II
New Filing Section

Letter Number: 611A00002163

ARTICLES OF INCORPORATION

OF

ACHILLES DIVERS, INC.,

A FLORIDA NOT-FOR-PROFIT CORPORATION

FILED

11 FEB -7 PM 3: 12

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

NAME

The name of the Corporation is **ACHILLES DIVERS, INC., a FLORIDA NOT-FOR-PROFIT CORPORATION**

ARTICLE II

PRINCIPAL PLACE OF BUSINESS

The initial street address in this state, where the principal office of the Corporation is to be located, is 1280 Grand Ridge Circle, Gulf Breeze, Florida 32563.

ARTICLE III

PURPOSE

(A) The Corporation is organized exclusively for the following purposes: religious, charitable, scientific, literary, educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations or for the prevention of cruelty to children or animals, as specified in Subsections 501(c)(3) and 2055 (a)(2) of the Internal Revenue Code of 1986. The Corporation shall be entitled to engage in any lawful act or activity for which non-profit corporations may be organized under the laws of the State of Florida, but specifically excluding any activities inconsistent with or contrary to this Article III. None of the Corporation's money may be used, directly or indirectly, for military action or terrorism.

(B) No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to any member, trustee, director, or officer of the Corporation or any private individual (except that reasonable compensation may be paid for services rendered to or for the Corporation); and no member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

(C) No substantial part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation [except as otherwise provided by Internal Revenue Code Subsection 501(h)] or participating in or intervening

in (including the publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(D) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Subsection 501(c)(3) of the Internal Revenue Code of 1986 or (ii) by a corporation contributions to which are deductible under Subsections 170(c)(2) and 2055(a)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

(E) In the event of liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to such organizations as shall qualify under Subsections 501(c)(3) and 2055(a)(2) of the Internal Revenue Code of 1986, as amended or the corresponding provisions of any future United States Internal Revenue law.

(F) Any other provisions herein notwithstanding, no member, trustee, director, officer or private individual shall engage in any act of self-dealing as defined in Subsection 4941 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law; nor fail to distribute an amount of income required to avoid incurring tax liability under Subsection 4942 of the Internal Revenue Code of 1986 or corresponding provisions of subsequent federal tax law; nor retain any excess business holdings as defined in Subsection 4943 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws; nor make any taxable expenditures as defined in Subsection 4945 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax law.

ARTICLE IV **DIRECTORS**

There shall be not less than three (3) and not more than ten (10) members of the Board of Directors of the Corporation. Additional Directors may be added from time to time by the majority vote of Directors then serving.

The names and addresses of the persons who are to serve as Directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Federico Barona	1280 Grand Ridge Circle Gulf Breeze, Florida 32563
Heather H. Barona	1280 Grand Ridge Circle Gulf Breeze, Florida 32563

Debra C. Norris

3045 Newton Drive
Pensacola, Florida 32503

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this Corporation authorize the Board to so act. Such a statement shall be prima facie evidence of such authority.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The street address of this Corporation's initial registered office in Florida is 1280 Grand Ridge Circle, Gulf Breeze, Florida 32563, and the name of its initial registered agent at that address is Federico Barona. The principal place of business shall also be at that same address.

ARTICLE VI **MEMBERSHIP**

Unless otherwise provided in the Corporation's Bylaws, the Corporation shall not have any members and shall be considered a non-membership organization.

ARTICLE VII **CONTROL OF CORPORATION**

The Corporation shall be governed by its Board of Directors, the Directors of which shall serve indefinitely unless sooner removed by their own resignation or by the majority vote of a quorum of the Board of Directors. The Board of Directors may, however, delegate so much of its authority to officers of the Corporation, committees composed of directors, officers or individuals, or any combination thereof, as it deems advisable to fulfill its tax-exempt purposes.

ARTICLE VIII
NONSTOCK CORPORATION

The Corporation shall be considered organized on a non-stock basis, and therefore, certificates of shares of stock in the Corporation shall not be issued.

ARTICLE IX
BYLAWS

The first Bylaws of the Corporation will be adopted by the Board of Directors named herein. Upon proper notice, the Bylaws may be amended, altered or rescinded by the affirmative vote of fifty-one percent (51%) of the Board of Directors.

ARTICLE X
AMENDMENTS

These Articles of Incorporation may be amended at any meeting of the Board of Directors by the affirmative vote of fifty-one percent (51%) of its Directors at any regular meeting or at any special meeting called for that purpose, provided that such proposed amendments shall be plainly stated in the call for the meeting in which they are to be considered.

ARTICLE XI
INCORPORATOR

The name and address of the subscriber of these Articles of Incorporation is:

<u>Name</u>	<u>Address</u>
Federico Barona	1280 Grand Ridge Circle Gulf Breeze, Florida 32563

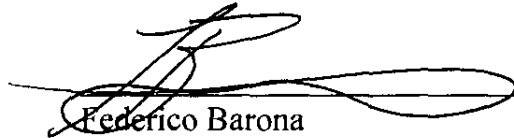
ARTICLE XII

This corporation shall enjoy and be subject to the benefits, privileges and immunities, restrictions, liabilities and obligations, as provided for not for profit corporations generally by the law of the land and which are held applicable to not for profit corporations organized under the provisions of Chapter 617 of the Florida Statutes or such chapter as amended or modified.

ARTICLE XIII

All references in these Articles of Incorporation to the Internal Revenue Code shall include the Internal Revenue Code of 1986 as it now exists, future amendments to the sections cited, and corresponding sections of future laws, together with all valid regulations thereunder.

IN WITNESS WHEREOF, I have subscribed my name this 13th day of
January, 2011.

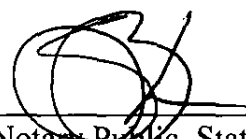


Federico Barona

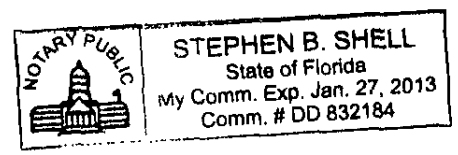
STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13th day of January,
2011, by Federico Barona, who () is personally known to me or () has produced a
valid driver's license as identification and did take an oath.



Notary Public, State of Florida
My Commission expires: _____



FILED
11 FEB -7 PM 3: 12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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

The following is submitted, in compliance with Chapter 617, Florida Statutes:


Achilles Divers, Inc., a nonprofit corporation organized under the laws of the State of Florida, has named Federico Barona, 1280 Grand Ridge Circle, Gulf Breeze, Florida 32563, its agent to accept service of process within Florida,


Federico Barona, Incorporator

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11 FEB - 7 PM 3:12
TALLAHASSEE
SECRETARY OF STATE
FLORIDA

ACCEPTANCE:


I agree to act as Resident Agent for Achilles Divers, Inc. to accept Service of Process; to keep the office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the Florida designated address) in some conspicuous place in office as required by law.



Federico Barona
Resident Agent

STATE OF FLORIDA

COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before me this 13th day of January, 2011, by Federico Barona, who () is personally known to me or () has produced a valid driver's license as identification and did take an oath.


Notary Public, State of Florida
My Commission expires: _____

 **STEPHEN B. SHELL**
State of Florida
My Comm. Exp. Jan. 27, 2013
Comm. # DD 832184