

N98000002362



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TALLAHASSEE, FLORIDA

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-04/22/98--01066--010  
\*\*\*\*122.50 \*\*\*\*122.50

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Ocean Walk Village Alliance Inc

- Walk In
- Mail Out
- Will Wait
- Photocopy

Pick Up Time

- Certified Copy
- Certificate of Status
- Certificate of Good Standing
- ARTICLES ONLY
- ALL CHARTER DOCS

**RUSH**

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A. Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

- Certificate of FICTITIOUS NAME
- FICTITIOUS NAME SEARCH
- CORP SEARCH

RECEIVED  
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DIVISION OF CORPORATION

Ordered By:

W98-9039

Date:

K. Rolfe APR 22 1998



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

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98 APR 23 11 9: 50

DIVISION OF CORPORATION

*Handwritten signature*  
4/27

April 22, 1998

UCC FILING & SEARCH SERVICES, INC.  
526 EAST PARK AVE  
TALLAHASSEE, FL 32301

SUBJECT: OCEAN WALK VILLAGE ALLIANCE, INC.  
Ref. Number: W98000009039

We have received your document for OCEAN WALK VILLAGE ALLIANCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation or a statement that the method of election of directors is as stated in the bylaws.

Please return the 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) 487-6932.

Kimberly Rolfe  
Document Specialist

Letter Number: 498A00021816

**ARTICLES OF INCORPORATION**  
**OF**  
**OCEAN WALK VILLAGE ALLIANCE, INC.**

**A Florida not for profit corporation**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

**NAME**

The name of this Corporation is: Ocean Walk Village Alliance, Inc.

**ARTICLE II**

**DURATION**

The duration of this Corporation is perpetual. The date and time of commencement of the corporate existence is the time of filing of the articles of incorporation by the Department of State of the State of Florida.

**ARTICLE III**

**PURPOSES**

The primary purpose for which this Corporation is formed is to promote and advertise the goods and services sold in the properties presented in this organization under the brand name "Ocean Walk Village" and related trademarks, tradenames and logos. In addition, this Corporation's purposes include:

- (a) Fostering and promoting retail trade and commerce in connection with the products and services of the members, and protecting the same from unjust and unlawful exactions and impositions.
- (b) Fostering and promoting the common business interests of the members.

- (c) Conducting and operating means and places of disseminating information relative to the use of the Ocean Walk Village, and for such purposes establishing, conducting, and managing advertising campaigns and marketing strategies.

#### ARTICLE IV

#### **NON-STOCK and NON-PROFIT**

This Corporation shall have no capital stock, and no shares of stock in the Corporation shall be issued. This Corporation does not contemplate the carrying on of a business, trade, avocation or profession for profit, and does not contemplate the making or distributing of any pecuniary gains or profits to its members.

#### ARTICLE V

#### **DIRECTORS**

The number of directors constituting the initial board of directors is three (3), and the names and addresses of the persons who are to serve as members thereof are as follows:

Hank Woodburn  
c/o Adventure Landing  
2315 Beach Boulevard, Suite 201  
Jacksonville Beach, FL 32250

Rick Hamilton  
c/o Ocean Center  
101 N. Atlantic Avenue  
Daytona Beach, FL 32118

Angela Cameron  
c/o Adams Mark  
100 N. Atlantic Avenue  
Daytona Beach, FL 32118

The number of directors may be changed from time to time in accordance with the By-Laws. A member shall be entitled to elect one director for each membership unit held by that member. That the method of election of directors is as stated in the bylaws.

**ARTICLE VI**

**QUALIFICATION OF MEMBERS**

Membership in this Corporation shall be limited to persons and entities approved by the unanimous vote of the board of directors of the Corporation for membership. The rights, terms, obligations, conditions, rules, privileges, qualifications, suspension and termination of membership of the members of this Corporation shall be set forth in the corporate By-Laws and shall be binding upon the incorporator and upon all subsequent members of the Corporation.

**ARTICLE VII**

**BY-LAWS**

At the first meeting of the members of this Corporation there shall be adopted corporate By-Laws which shall prescribe the manner in which, and the officers and agents by whom, the purposes of the Corporation shall be carried out, and the manner in which the By-Laws may be amended. At the said meeting, the By-Laws shall be adopted by the vote of a majority of all the members of the Corporation. Notwithstanding the foregoing, the By-Laws may be adopted by written action in lieu of a meeting, with the consent of a majority of all the members of the Corporation.

**ARTICLE VIII**

**POWERS**

The Corporation shall have all of the powers, not contrary to law or the statutes of the State of Florida, incident to, expedient or necessary to carry out the purposes for which it is formed.

Specifically, and without limiting the generality of the foregoing, the Corporation shall have the following powers:

- (a) To receive property by gift, devise or bequest, and otherwise acquire, purchase, hold and convey all property, both real and personal, including shares of stock, bonds, and securities of other Corporations.
- (b) To convey, exchange, lease, sell, mortgage, encumber or otherwise dispose of all property, real and personal.
- (c) To borrow money, contract debts, and issue notes, bonds, bills, or evidences of indebtedness to secure the payment of performance of its obligations.
- (d) To appoint such subordinate agents or officers as the business may require, and to make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation.

**ARTICLE IX**

**PRINCIPAL OFFICE AND REGISTERED AGENT**

The street address of the principal office of the Corporation is 100 N. Atlantic Avenue, Daytona Beach, FL 32118. The name and address of the initial registered agent of

the Corporation is Palmetto Charter Services, Inc., 150 Magnolia Avenue (Post Office Box 2491), Daytona Beach, Florida 32115-2491.

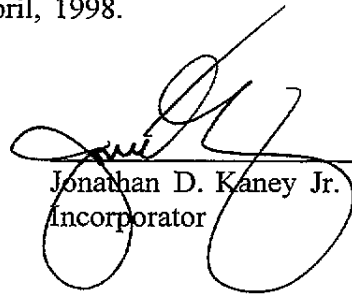
**ARTICLE XIII**

**INCORPORATOR**

The name and address of the incorporator of this Corporation is as follows:

Jonathan D. Kaney Jr.  
Cobb Cole & Bell  
150 Magnolia Ave.  
Daytona Beach, FL 32114

IN WITNESS WHEREOF, the undersigned incorporator does hereby execute and acknowledge these articles this 21st day of April, 1998.

  
Jonathan D. Kaney Jr.  
Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

The foregoing instrument was acknowledged before me this 21 day of April, 1998, by Jonathan D. Kaney Jr., who is personally known to me or has produced \_\_\_\_\_ as identification.

NOTARY PUBLIC:

Sign: Mary L. Wood  
Print: \_\_\_\_\_

State of Florida At Large  
(Seal)

My Commission Expires:

Title/Rank: \_\_\_\_\_

Commission Number: \_\_\_\_\_



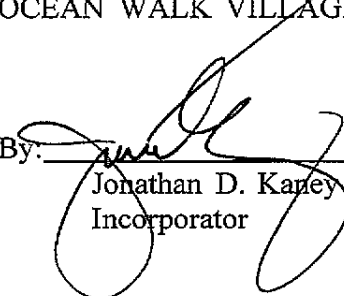
MARY L WOOD  
My Commission CC542417  
Expires Dec. 05, 1998

CERTIFICATE DESIGNATING REGISTERED AGENT AND  
STREET ADDRESS FOR SERVICE OF PROCESS

Pursuant to Section 48.091, Florida Statutes, OCEAN WALK VILLAGE ALLIANCE, INC. hereby designates Palmetto Charter Services, Inc., 150 Magnolia Avenue, Daytona Beach, Florida 32014, as its registered agent and the street address of its registered office, respectively, for service of process within the State of Florida.

OCEAN WALK VILLAGE ALLIANCE, INC.

By: \_\_\_\_\_

  
Jonathan D. Kaney Jr.  
Incorporator

ACCEPTANCE OF DESIGNATION

I hereby accept the foregoing designation as registered agent of Ocean Walk Village Alliance, Inc. for service of process within the State of Florida.

PALMETTO CHARTER SERVICES, INC.

\_\_\_\_\_  
Jonathan D. Kaney Jr.  
Vice President

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