

P000000020172

Florida Department of State  
Division of Corporations  
Public Access System  
Katherine Harris, Secretary of State

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H00000008304 8)))

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)922-4001

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.  
Account Number : 110432003053  
Phone : (305)672-0686  
Fax Number : (305)672-9110

FILED  
2000 FEB 24 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

~~South~~ Seas, Inc.  
High

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

OK  
2/25

Electronic Filing Menu

Corporate Filing

Public Access Help

600 A-10033

41-2097

H00000008304

**ARTICLES OF INCORPORATION  
OF  
HIGH SEAS, INC.**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2000 FEB 24 PM 4: 43

FILED

Pursuant to the provisions of Chapters 607, Florida Statutes, the undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act ("FBCA"), hereby adopts the following Articles of Incorporation.

**FIRST:** The name of the corporation shall be: **High Seas, Inc.** (hereinafter, the "Corporation")

**SECOND:** The duration of the Corporation shall be: Perpetual

**THIRD:** The purpose of the Corporation shall be to invest in real estate and to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

**FOURTH:** The aggregate number of shares which the Corporation shall have the authority to issue is:

1,000 shares of Common Stock, par value \$0.01 per share

**FIFTH:** The name and address of the Corporation's initial registered agent are:

Registered Agents Legal Services, Inc.  
941 4<sup>th</sup> Street - Suite 202  
Miami Beach, FL 33139

*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 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/Registered Agent

2/18/00  
\_\_\_\_\_  
Date

H00000008304

PHILA1\182338\1 086734.000

**SIXTH:** The following provisions are inserted for the management of the business and the conduct of the affairs of the Corporation, and for further definition, limitation and regulation of the powers of the Corporation and of its directors and shareholders:

(1) The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors of the Corporation.

(2) No director shall be personally liable for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, by a director, unless: (a) the director breached or failed to perform directors' duties; and (b) the director's breach of, or failure to perform those duties constitutes (Sec. 607.0831 of the FBCA, as amended by Ch. 281, L. 1993): (i) a violation of the criminal law, unless the director had reasonable cause to believe the director's conduct was lawful or had no reasonable cause to believe such conduct was unlawful; (ii) a transaction from which the director derived an improper personal benefit; (iii) a circumstance under which the liability provisions of Sec. 607.0834 of the FBCA are applicable; (iv) in a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in the right of a shareholder, conscious disregard for the best interest of the Corporation, or willful misconduct; or (v) in a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission that was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard of human rights, safety or property. Any repeal or modification of this Article SIXTH shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification with respect to acts or omissions occurring prior to such repeal or modification.

(3) In addition to the powers and authority hereinbefore or by statute expressly conferred upon them, the directors of the Corporation are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the FBCA, these Articles of Incorporation, and any Bylaws adopted by the shareholders of the Corporation; provided, however, that no Bylaws hereafter adopted by the shareholders shall invalidate any prior act of the directors of the Corporation which would have been valid if such Bylaws had not been adopted.

**SEVENTH:** The number of directors constituting the initial Board of Directors shall be two (2) and the names and mailing addresses of each person who is to serve as a director until a successor is duly elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Michael C. Hisey	420 Dean Road Apt. 25 Auburn, AL 36830
Christopher S. Hisey	620 Terracewood Drive Auburn, AL 36801

**EIGHTH:** The Corporation shall indemnify its directors and officers to the fullest extent authorized or permitted by law, as now or hereafter in effect, and such right to indemnification shall continue as to a person who has ceased to be a director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and personal and legal representatives; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be

FILED

2000 FEB 24 PM 4: 43

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

obligated to indemnify any director or officer (or his or her heirs, executors or personal or legal representatives) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized or consented to by the Board of Directors of the Corporation. The right to indemnification conferred by this Article EIGHTH shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

The Corporation may, to the extent authorized from time to time by the Board of Directors of the Corporation, provide rights to indemnification and to the advancement of expenses to employees and agents of the Corporation similar to those conferred in this Article EIGHTH to directors and officers of the Corporation.

The rights to indemnification and to the advancement of expenses conferred in this Article EIGHTH shall not be exclusive of any other right which any person may have or hereafter acquire under this Articles of Incorporation, the Bylaws of the Corporation, any statute, agreement, vote of the shareholders of the Corporation or disinterested directors of the Corporation or otherwise.

Any repeal or modification of this Article EIGHTH shall not adversely affect any rights to indemnification and to the advancement of expenses of a director or officer of the Corporation existing at the time of such repeal or modification with respect to any acts or omissions occurring prior to such repeal or modification.

**NINTH:** The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders of the Corporation herein are granted subject to this reservation.

**TENTH:** The corporate address of the Corporation shall be located at 420 Dean Road, Apt. 25, Auburn, AL 36830.

**ELEVENTH:** The name and address of the sole Incorporator to these Articles of Incorporation is:

Diana P. Dunphy  
Cozen and O'Connor  
1900 Market Street  
Philadelphia, PA 19103

IN WITNESS WHEREOF, the undersigned, constituting the sole Incorporator, has caused these Articles of Incorporation to be duly executed on this 17<sup>th</sup> day of February, 2000.

  
Diana P. Dunphy, Sole Incorporator