

# P00000075390

Florida Department of State  
Division of Corporations  
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To:

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From:

Account Name : EMPIRE CORPORATE KIT COMPANY  
Account Number : 072450003255  
Phone : (305) 541-3694  
Fax Number : (305) 541-3770

*Amendment  
FAX # 4/16/11  
being filed*

**FLORIDA PROFIT CORPORATION OR P.A.**

**REISE BAEHR-GERMAN TOURIST SERVICES, INC.**

Certificate of Status	0
Certified Copy	1
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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ARTICLES OF INCORPORATION

-of-

REISE BAEHR-GERMAN TOURIST SERVICES, INC.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

⑤

The undersigned, for the purpose of forming a corporation under the Florida General Corporation Act, hereby adopt the following Articles of Incorporation:

ARTICLE I. Name:

The name of the Corporation is REISE BAEHR-GERMAN TOURIST SERVICES, INC..

ARTICLE II. Duration:

The term of existence of the corporation is perpetual.

ARTICLE III. Purpose:

Property Management.

The corporation may also transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV. Capital Stock:

The aggregate number of shares which the corporation is authorized to issue is 999. Such shares will be of a single class and shall have a par value of \$.01 per share.

ARTICLE V. Preemptive Rights Granted:

Each common shareholder of the corporation shall be entitled to full preemptive rights to acquire his proportional share of any unissued or treasury shares of the corporation, or securities of the corporation convertible into or carrying a right to subscribe or to acquire such shares, which may be issued at any time by the corporation after 999 shares are issued and fully paid.

Prepared by:  
M. Daniel Sasso, P.A.  
4223 Del Prado Boulevard  
Cape Coral, Florida 33904  
941-542-1355  
Florida Bar #212377

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ARTICLE VI. Registered Office:

The street address of the initial registered office of the corporation is: 2712 S.W. 12<sup>th</sup> Place, Cape Coral, Florida 33914, and the name of the initial registered agent at such address is: MANFRED BAEHR.

The principal office and the corporate headquarters shall be located at the street address of 331 Cape Coral Parkway, W., Unit B, Cape Coral, Florida 33914, with a mailing address of 331 Cape Coral Parkway, W., Unit B, Cape Coral, Florida 33914, and such principal office addresses may change from time to time;

ARTICLE VII. Special Meetings:

Special meeting of the stockholders may be called at any time for any purpose by any officer or director of the corporation or the holders of 50% of all outstanding shares.

ARTICLE VIII.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purposes. If:

a) The fact of such relationship or interest is disclosed or known to the Board of Directors or committee which approves, authorizes or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors;

b) The fact of such relationship or interest is disclosed or known to the stockholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or

c) The Contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the Board, a committee or the stockholders.

As to (b), a majority vote of the shares is necessary, however party shares owned or controlled by the director who has an interest in the transaction set out above may not be counted under (b).

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ARTICLE IX.

Shares of stock in this corporation shall not be transferred or sold until the sale or transfer has been reported to the board of directors.

ARTICLE X.

This corporation shall have two (2) Directors initially. The number of directors may be either increased or diminished from time to time by the by-laws and the name and address of the initial directors of the corporation are:

MANFRED BAEHR, 2712 S.W. 12<sup>th</sup> Place, Cape Coral, Florida 33914

SABINE BAEHR, 2712 S.W. 12<sup>th</sup> Place, Cape Coral, Florida 33914

ARTICLE XI.

The name and address of each incorporator is: MANFRED BAEHR, 2712 S.W. 12<sup>th</sup> Place, Cape Coral, Florida 33914 and SABINE BAEHR, 2712 S.W. 12<sup>th</sup> Place, Cape Coral, Florida 33914.

ARTICLE XII. Commencement of Existence:

The corporation shall be deemed to commence its existence on the date of filing of these Articles of Incorporation by the Department of State.

EXECUTED by the undersigned at Cape Coral, Florida, on the 2<sup>d</sup> day of August, 2000.


  
MANFRED BAEHR

STATE OF NEW YORK  
COUNTY OF ESSEX

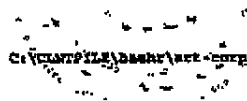
BEFORE ME, the undersigned authority, personally appeared MANFRED BAEHR, the person described in and who executed the foregoing Articles of Incorporation, (who is personally known by me) or (who produced identification of drivers license issued by Florida, passport issued by                     , identification card issued by                     ) and acknowledged the execution thereof to be his free act and deed.

WITNESS my hand and official seal, this 2<sup>d</sup> day of August, 2000.

Sworn to and subscribed  
before me this  
2 day of August, 2000

  
NOTARY PUBLIC  
STATE OF NEW YORK AT LARGE  
Linda Joan Kelly  
(PRINTED NAME OF NOTARY)

LINDA JOAN KELLY  
NOTARY PUBLIC OF NEW JERSEY  
Commission Expires 6/16/2005 3



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To: The Department of State  
Tallahassee, Florida 32304

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

In compliance with Section 607.0501 of the Florida General Corporation Act, the following is submitted:

REISE BAEHR-GERMAN TOURIST SERVICES, INC., with its place of business at 331 Cape Coral Parkway, W, Unit B, City of Cape Coral, Florida, has named MANFRED BAEHR, located at 2712 S.W. 12<sup>th</sup> Place, City of Cape Coral, State of Florida, as its agent to accept service of process within Florida.

Dated ~~July~~ <sup>August</sup> 24, 2000.

  
MANFRED BAEHR, President

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I accept the duties and obligations of Section 607.0501 of the Florida General Corporation Act.

Dated ~~July~~ <sup>August</sup> 24, 2000.

  
MANFRED BAEHR

c:\CLIFFFILE\baehr\corp-agent

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