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FILED  
OCT 18 PM 2:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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\*\*\*\*\*78.75 \*\*\*\*\*78.75

October 11, 2000

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, Florida 32314

RE: Fort Walton Beach Downtown Development Corporation, Inc.

Dear Sir or Madam:

Enclosed please find a check in the amount of \$78.75 to file the enclosed Articles of Incorporation (original and one copy enclosed). If you find the enclosures in order, please endorse your approval to the Articles of Incorporation on the duplicate copy, certify the same, and return it to the undersigned at your earliest convenience.

If you should have any questions regarding this matter, please do not hesitate to contact me.

Very truly yours,

Anchors, Foster, McInnis & Keefe, P.A.



Michelle Anchors

MA:slb  
Enclosure

BROWN OCT 19 2000

**ARTICLES OF INCORPORATION**  
**OF**  
**FORT WALTON BEACH**  
**DOWNTOWN DEVELOPMENT CORPORATION, INC.**

**FILED**  
**00 OCT 18 PM 2:27**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I - NAME**

The name of this corporation is FORT WALTON BEACH DOWNTOWN DEVELOPMENT CORPORATION, INC., (hereinafter referred to as the "Corporation").

**ARTICLE II - DURATION**

The Corporation shall exist perpetually, commencing on the date of filing of these Articles with the Department of State.

**ARTICLE III - PURPOSE**

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

**ARTICLE IV - CAPITAL STOCK**

This Corporation is authorized to issue One Hundred (100) shares of One Dollar (\$1.00) par value common stock.

**ARTICLE V - PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his

prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

**ARTICLE VI - INITIAL PRINCIPAL OFFICE,  
REGISTERED OFFICE AND AGENT**

The street address of the initial principal office of the Corporation is 206 Florida Place, Fort Walton Beach, Florida 32548 and the mailing address is the same. The street address of the initial registered office of the Corporation is 206 Florida Place, Fort Walton Beach, Florida 32548 and the initial registered agent of the Corporation at that address is GERARD J. PERILLO, III.

**ARTICLE VII - INITIAL BOARD OF DIRECTORS**

This Corporation shall have four (4) directors initially. The number of directors may be either increased or diminished from time to time by the By-laws but shall never be less than one (1). The name and address of the initial Directors of this Corporation are:

Lydia A. Perillo  
206 Florida Place  
Fort Walton Beach, Florida 32548

Gerard J. Perillo  
206 Florida Place  
Fort Walton Beach, Florida 32548

Gerard J. Perillo, III  
206 Florida Place  
Fort Walton Beach, Florida 32548

Edward L. Perillo  
206 Florida Place  
Fort Walton Beach, Florida 32548

## **ARTICLE VIII - SHAREHOLDER QUORUM AND VOTING**

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote of fifty-one percent (51%) of the shares represented at the meeting and entitled to vote on the subject shall be the act of the shareholders.

## **ARTICLE IX - MANAGEMENT OF CORPORATION BY SHAREHOLDERS**

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this Corporation shall be managed under the direction of, the shareholders of this Corporation.

## **ARTICLE X - INDEMNIFICATION**

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

## **ARTICLE XI - INCORPORATORS**

The name and address of the person signing these Articles is:

Gerard J. Perillo  
206 Florida Place  
Fort Walton Beach, Florida 32548

## **ARTICLE XII - AMENDMENT**

This Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles  
of Incorporation this 11th day of October, 2000.

Gerard J. Perillo  
GERARD J. PERILLO

STATE OF FLORIDA  
COUNTY OF OKALOOSA

Before me, a notary public authorized to take acknowledgments in the state and  
county set forth above, personally appeared GERARD J. PERILLO ( ) who is  
personally known to me or ( ☒ ) who has produced FL Drivers License as  
identification.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal,  
in the state and county aforesaid, this 11th day of October, 2000.

Sherrie L. Barnett

NOTARY PUBLIC

My Commission Expires:



**CERTIFICATE DESIGNATING REGISTERED OFFICE OR DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE AND NAMING  
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED.**

**FILED**  
00 OCT 18 PM 2:28  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

FORT WALTON BEACH DOWNTOWN  
DEVELOPMENT CORPORATION, INC.

("Corporation"), desiring to organize under the laws of the State of Florida, with its registered office, as indicated in the Articles of Incorporation, at 206 Florida Place, Fort Walton Beach, Florida 32548 has named GERARD J. PERILLO, III as its agent to accept service of process within this State.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
GERARD J. PERILLO, III