

Division of Corporations

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P00000100007**Florida Department of State**

Division of Corporations
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FLORIDA PROFIT CORPORATION OR P.A.**The Coldwater Company**

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ARTICLES OF INCORPORATION
OF

THE COLDWATER COMPANY OF DESTIN, INC.

The undersigned, desiring to form a corporation under Chapter 607, the Florida General Corporation Act, does hereby certify:

Article 1 - Name

The name of this corporation (which is hereinafter called the "Corporation") shall be:

The Coldwater Company of Destin, Inc.

and the principal place of business will be 36468 Emerald Coast Parkway, Suite 1201, Destin, FL 32541 and the mailing address will be 36468 Emerald Coast Parkway, Suite 1201, Destin, FL 32541.

Article 2 - Commencement and Duration

The commencement of this corporation's existence shall be at the time of the filing of these Articles of Incorporation by the Secretary of State. This corporation's duration shall be perpetual.

Article 3 - Purpose

The purpose or purposes for which the Corporation is formed are for the purpose of construction and engaging in the transaction of any and all business activities permitted under the laws of Florida and the United States of America.

Article 4 - Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 10,000 shares of common stock with a par value of One Dollar per share.

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Article 5 - Preemptive Rights

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class, or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which such shares are offered to others.

Article 6 - Transfer Restrictions

No shareholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation in accordance with a Shareholder's Agreement on file at the corporation's principal office.

Article 7 - Initial Board of Directors

The Board of Directors of the Corporation shall conduct the affairs of the Corporation and shall consist of one or more directors, the exact number of which shall be the number of directors from time to time fixed by the Board of Directors or the shareholders in accordance with the Bylaws of the Corporation. The names and addresses of the initial Board of Directors of the Corporation who shall hold office until their successors have been duly elected and qualified, are as follows:

Curtis H. Gwin

36468 Emerald Coast Parkway, Suite 1201
Destin, FL 32541

H. Ray Shoults

36468 Emerald Coast Parkway, Suite 1201
Destin, FL 32541Article 8 - Indemnification

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by the law.

Article 9 - Registered Agent

The street address of the initial registered office of the Corporation is 36468 Emerald Coast Parkway, Suite 1201, Destin, FL 32541 and the name of the initial registered agent of the Corporation at that address is Curtis H. Gwin.

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Article 10 - Incorporator

The name and address of each incorporator signing these Articles of Incorporation is:
Curtis H. Gwin, 36468 Emerald Coast Parkway, Suite 1201, Destin, FL 32541.

Article 11 - Amendment

These Articles of Incorporation may be amended in the manner provided by law. Amendments may be proposed by the Board of Directors to the shareholders, and adopted upon the vote of a majority of the shareholders entitled to vote. The shareholders may amend the Articles of Incorporation without an act of the Directors, and all of the Directors and all of the shareholders eligible to vote may sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

Article 12

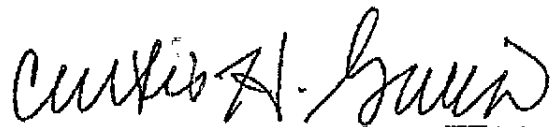
Pursuant to Subsection 607.0901(5), Florida Statutes, the Affiliated Transactions provision contained in Section 607.0901, Florida Statutes, shall not apply nor have any application to this corporation.



Curtis H. Gwin, Incorporator

Having been named to accept Service of Process for the above stated Corporation, at the place designated in these Articles, 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.

Dated this 17th day of October, 2000.



Curtis H. Gwin

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