

PAULICH, SLACK & WOLFF, P.A.

Attorneys at Law

December 4, 2000

PO0000115362

Secretary of State
Divisions of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

EFFECTIVE DATE
12/6/00

300003499463--9
-12/13/00--01047--014
*****122.50 *****78.75

Re: **Incorporation of Last Paradise Charters, Inc.**

Dear Sir/Madam:

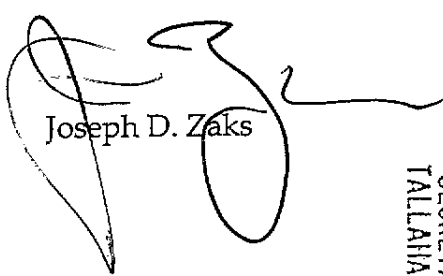
Enclosed herewith are originals and one copy of Articles of Incorporation prepared for the initial filing of incorporation for the above-referred entity. Please file accordingly and return the copy, with time and date stamp, to me in the enclosed envelope. Also please provide a certified copy of the Articles of Incorporation.

Our check for your corporation filing and certified copy fee of \$122.50 is enclosed.

Should you have any questions concerning this matter, please do not hesitate to contact me.

Very truly yours,

PAULICH SLACK & WOLFF, P.A.


Joseph D. Zaks

JDZ /jtb

Enclosures

FILED
00 DEC 13 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Rec'd
12/19

EFFECTIVE DATE
12/16/00

FILED
00 DEC 13 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
LAST PARADISE CHARTERS, INC.

ARTICLE I
NAME

The name and address of this corporation is LAST PARADISE CHARTERS, INC., 125 Temple Wood Court, Marco Island, Florida 34145.

ARTICLE II
DURATION

This corporation shall exist perpetually commencing on the date of the execution of these Articles of Incorporation, pursuant to Florida Statute Section 607.167, providing that corporate existence may begin up to five (5) days before the filing with the Secretary of State for the State of Florida.

ARTICLE III
PURPOSE

This corporation is organized to engage in any and all purposes allowed a Florida corporation.

ARTICLE IV
CAPITAL STOCK

The corporation is authorized to issue 7,500 shares of one dollar (\$1.00) par value common stock. Such shares shall be treated as stock under Section 1244 of the Internal Revenue Code in the event of loss upon the sale or exchange of these shares. Any such loss shall be deemed an ordinary loss - to the extent allowed by Section 1244.

ARTICLE V
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 125 Temple Wood Court, Marco Island, Florida and the name of the initial registered agent of this corporation at that address is Robert S. Kowalski.

**ARTICLE VI
INITIAL BOARD OF DIRECTORS**

This corporation shall have three 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. The names and addresses of the initial directors of this corporation are as follows:

Robert S. Kowalski
125 Temple Wood Court
Marco Island, Florida 34145

Carole M. Kowalski
125 Temple Wood Court
Marco Island, Florida 34145

**ARTICLE VII
INCORPORATOR**

The name and address of the person signing these articles is: Robert S. Kowalski 125 Temple Wood Court, Marco Island, Florida 34145.

**ARTICLE VIII
BY-LAWS**

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

**ARTICLE IX
SHAREHOLDER QUORUM**

A majority of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of the shareholders.

**ARTICLE X
MAJORITY VOTE TO AMEND**

These Articles may be amended upon a majority vote of the shareholders.

ARTICLE XI MEETINGS

Any meeting of shareholders may be held whether within or outside the State of Florida.

ARTICLE XII APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger is required, even if that approval is not required by law.

ARTICLE XIII NO REMOVAL OF DIRECTORS

The shareholders of this corporation are not entitled to remove any director from office during his term without cause.

ARTICLE XIV PREEMPTIVE RIGHTS

Every shareholder, upon the issuance or sale of any new stock of this corporation of the same kind or class as that which he already owns, has the preemptive right to purchase his pro rata share (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

ARTICLE XV INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director, against all liability, expenses, costs, damages and attorneys' fees reasonably incurred for any action or inaction in connection with the corporation except for gross negligence, willful misconduct, or criminal actions where the crime was not committed in a good faith or reasonable belief that the action was lawful and was not opposed to the best interests of the corporation.

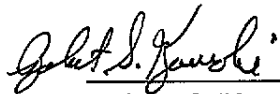
An officer or director shall not be liable to the corporation for any loss or damage sustained by it for any action taken or omitted by him if he in good faith exercised the care of a prudent man, in good faith acted or failed to act based upon advice of counsel for the corporation or on the books and records of the corporation, or followed what he believed to be sound accounting and business practice.

The foregoing rights of indemnification are in addition to all other rights to which the officer or director may be entitled under law.

**ARTICLE XVI
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the 4 day of December, 2000.



Robert S. Kowalski
Incorporator

STATE OF FLORIDA

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) ss:

COUNTY OF COLLIER

)

Before me, a notary public authorized to take acknowledgments in the State and County set forth above personally appeared Robert S. Kowalski, who was not sworn and who ~~is~~ personally known to me, or ☐ provided _____ as identification proving he is the person who executed these Articles of Incorporation, and he acknowledged before me that as his free act he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 4 day of December, 2000.



Joseph D. Zaks
Commission # CG 866593
Expires Sep. 30, 2003
Bonded Thru
Atlantic Bonding Co., Inc.



Notary Public
My Commission Expires:

I, Robert S. Kowalski, agree to serve as resident agent and accept service for LAST PARADISE CHARTERS, INC. at its registered office and am familiar with and agree to comply with the provisions of Sections 48.091 and 607.325 of the Florida Statutes in keeping said office open.

Dated this 4 day of December, 2000.


Robert S. Kowalski

FILED
00 DEC 13 AM 8:29
SECRETARY OF STATE
TALLAHASSEE, FLORIDA