

Igles & Dougherty, P.A.

Requestor's Name

1501 Park Avenue East

Address

Tallahassee FL 878-2411

City/State/Zip

Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), if known

1. Cunawee Huenla Chekee, Inc.

(Corporation Name)

(Document #)

2. \_\_\_\_\_

(Corporation Name)

(Document #)

3. \_\_\_\_\_

(Corporation Name)

(Document #)

4. \_\_\_\_\_

(Corporation Name)

(Document #)

DIVISION OF CORPORATION

00 DEC 18 PM 4:23

RECEIVED



Walk in



Pick up time \_\_\_\_\_



Certified Copy



Mail out



Will wait



Photocopy



Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

500003504795--5  
-12/19/00--01008--014  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

DEC 20 2000

Examiner's Initials



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

December 18, 2000

IGLER & DOUGHERTY, P.A.

SUBJECT: CUNAWA HUENLA CHEKEE, INC.  
Ref. Number: W00000029620

We have received your document for CUNAWA HUENLA CHEKEE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please give the incorporator's name, address & acceptance with the incorporator's signature.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6927.

Tracy Smith  
Document Specialist

Letter Number: 200A00063513

RECEIVED  
DIVISION OF CORPORATIONS  
JAN 10 2001

DEC 20 2000

RECEIVED  
DIVISION OF CORPORATIONS  
JAN 10 2001

**ARTICLES OF INCORPORATION  
OF  
CUNAWE HUENLA CHEKEE, INC.**

FILED  
00 DEC 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the Corporation is Cunawe Huénla Chekee, Inc. ("Corporation"). The principal place of business of the Corporation shall be 6300 Stirling Road, Hollywood, Florida 33024 or at such other place within the State of Florida as the Board of Directors may designate.

**ARTICLE II - NATURE OF BUSINESS**

The Corporation may engage in or transact any or all lawful activities or business permitted under the laws of the United States and the State of Florida, or any other state, county, territory or nation.

**ARTICLE III - CAPITAL STOCK**

**Section 1 - Classes of Stock:** The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 1,000,000, consisting of:

- A. 250,000 shares of Class A Common Stock, par value one cent (\$0.001) per share ("Class A Common"); and
- B. 750,000 shares of par value one cent (\$0.001) per share Class B Common Stock ("Class B Common").

**Section 2 - Common Stock:** The preferences, qualifications, limitations, restrictions and rights of each class of common stock shall be as follows:

A. Class A Common Stock:

Except as otherwise required by law, each holder of Class A Common Stock shall be entitled to one vote for each share of such Class A Common Stock standing in his name on the books of the Corporation, and shall be entitled to such Class A Stock dividends as may be declared by the Board of Directors out of funds lawfully available for payment thereof.

Holders of Class A Common Stock shall not have any preemptive rights to subscribe for shares of any class of stock of the Corporation or for any warrants, indebtedness or other

securities, whether now or hereafter authorized, that may be exchanged for or provide the right to purchase shares of stock in the Corporation.

B. Class B Common Stock:

Holders of Class B Common Stock shall not have voting rights, or have any preemptive rights, but shall be entitled to such Class B Stock dividends as may be declared by the Board of Directors out of funds lawfully available for payment thereof. Upon any liquidations, dissolution or winding up of the affairs of the Corporation, the holders of Class B Common Stock shall be entitled to receive pro rata the remaining assets of the Corporation after all claimants or creditors have been paid in full the sums to which they are entitled or provision for such payments have been made.

For the purpose of participating in dividends or other distributions of the Corporation only, all shares of Class B Common Stock shall be held by the Corporation in the names of the enrolled members of the Seminole Tribe of Florida as set forth in the Amended Constitution and Bylaws of the Seminole Tribe of Florida. Each holder of Class B Common Stock shall be entitled to an undivided equal right to participate in any distribution, even though no certificate shall be issued by the Corporation to any Class B Common Stock shareholder.

#### **ARTICLE IV - TERM OF EXISTENCE**

This Corporation is to exist perpetually.

#### **ARTICLE V - OFFICERS AND DIRECTORS**

The names and street addresses of the current directors who hold office until their successors are elected are:

<u>Name</u>	<u>Address</u>	<u>Title</u>
Tim W. Cox	6300 Stirling Road Hollywood, FL 33024	President & Director
Robert Saunooke	6300 Stirling Road Hollywood, FL 33024	Secretary

---

## **ARTICLE VI - INCORPORATOR**

The name and street address of the incorporator to these Articles of Incorporation is Herbert D. Haughton, Igler & Dougherty, PA 1501 Park Avenue East, Tallahassee, FL 32301

## **ARTICLE VII - MANAGEMENT OF THE BUSINESS OF THE COMPANY**

**Section 1 - Authority of the Board.** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. In addition to the powers and authority expressly conferred upon them by the Florida Statutes or by these Articles of Incorporation or the Bylaws of the Corporation, the directors are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation.

**Section 2 - Action by Shareholders.** Any action required or permitted to be taken by the shareholders of the Corporation may be effected at a duly called Annual or Special Meeting of Shareholders of the Corporation or may be effected by any consent in writing by such shareholders.

**Section 3 - Special Meetings of Shareholders.** Special Meetings of shareholders of the Corporation may be called by the Board of Directors pursuant to a resolution adopted by a majority of the total number of authorized directors (whether or not there exist any vacancies in previously authorized directorships at the time any such resolution is presented to the Board for adoption), the Chairman of the Board or the President of the Corporation, or by shareholders holding at least 20% of the outstanding shares of the Corporation.

## **ARTICLE VIII - NUMBER OF DIRECTORS**

**Section 1 - Number of Directors:** The Board of Directors of the Corporation shall be comprised of five (5) directors, three (3) of whom shall have voting powers and two of whom shall have advisory non-voting positions. Voting members shall have a minimum of twelve (12) months prior experience as a board member of a financial, insurance, or other related company and shall have a background in the area of finance, law, insurance, investing or a related field. The Seminole Tribal Comptroller and the Seminole Tribal Administrator shall each be ex-officio advisory non-voting members of the the Board. However, this paragraph shall not be construed to limit the authority of the shareholders of the Corporation to increase the number of directors in accordance with the Bylaws of the Corporation.

**Section 2 - Election and Term:** Directors shall be appointed by the Chairman of the Seminole Tribe of Florida subject to the approval of the Seminole Tribal Council and shall hold

office for a period of two (2) years or until his successor shall have been appointed and qualified or until his earlier resignation, removal (as provided for herein), or death.

**Section 4 - Vacancies:** Any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or other cause may be filled by the Chairman of the Seminole Tribe of Florida, subject to approval of the Seminole Tribal Council. The term of a successor director shall be equal to the remaining term of the directorship vacated.

**Section 5 -Removal by Shareholders:** Any director, or the entire Board of Directors, may be removed from office at any time with or without cause by the affirmative vote of the holders of the shares then entitled to vote at an election of directors.

## **ARTICLE IX - INDEMNIFICATION**

**Section 1 - General:** The Corporation shall indemnify any officer, director, employee or agent of the Corporation to the fullest extent authorized by Section 607.0850 of the Florida Business Corporation Act as it now exists or may hereafter be amended (the "FBCA") but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than said law permitted the Corporation to provide prior to such amendment.

This includes, but is not limited to, any person who was or is made a party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative ("Proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust or other enterprise, including service with respect to employee benefit plans, whether the basis of such Proceeding is alleged action in an official capacity as a director, officer, employee or agent or in any other capacity while serving as a director, officer, employee or agent, reasonably incurred or suffered by such person in connection therewith. Such indemnification shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that the Corporation shall indemnify any such person seeking indemnity in connection with an action, suit or Proceeding (or part thereof) initiated by such person only if such action, suit or Proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. Such right shall be a contract right and shall include the right to be paid by the Corporation for all expenses incurred in defending any such proceeding in advance of its final disposition; provided, however,

that, the payment of such expenses incurred by a director or officer in his or her capacity as a director or officer (and not in any other capacity in which service was or is rendered by such person while a director or officer, including, without limitation, service to an employee benefit plan) in advance of the final disposition of such proceeding, shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of such director or officer, to repay all amounts so advanced if it should be determined ultimately that such director or officer is not entitled to be indemnified under this Article or otherwise.

**Section 2 - Failure to Pay Claim:** If a claim under Section 1 of this Article is not paid in full by the Corporation within 90 days after a written claim has been received by the Corporation, the claimant may at any time thereafter bring suit against the Corporation to recover the unpaid amount of the claim and, if successful in whole or in part, the claimant shall be entitled to be paid also the expense of prosecuting such claim. It shall be a defense to any such action (other than an action brought to enforce a claim for expenses incurred in defending any proceeding in advance of its final disposition where the required undertaking, if any, has been tendered to the Corporation) that the claimant has not met the standards of conduct which make it permissible under the FBCA for the Corporation to indemnify the claimant for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) to have made a determination prior to the commencement of such action that indemnification of the claimant is proper in the circumstances because he or she has met the applicable standard of conduct set forth in the FBCA, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel, or its shareholders) that the claimant has not met such applicable standard of conduct, shall be a defense to the action or create a presumption that claimant has not met the applicable standard of conduct.

**Section 3 - Other Rights:** The rights conferred on any individual by Sections 1 and 2 of this Article shall not be exclusive of any other right which such individual may have or hereafter acquire under any statute, provision of these Articles of Incorporation, Bylaws of the Corporation, agreement, vote of shareholders or Disinterested Directors or otherwise.

**Section 4 - Insurance:** The Corporation may maintain insurance, at its expense, to protect itself and any such director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust or other enterprise against any such expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the FBCA.

**Section 5 - Personal Liability:** A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy except as provided in the FBCA. If the FBCA is amended after adoption of these Articles of Incorporation and such amendment further eliminates or limits the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

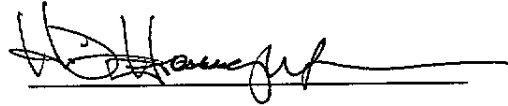
Any repeal or modification of the foregoing paragraph by the shareholders or the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

#### **ARTICLE X - AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation in the manner prescribed by the laws of the State of Florida, and all rights conferred upon shareholders are granted subject to this reservation.



In witness of the foregoing, the undersigned has executed these Articles of Incorporation on behalf of the Board of Directors this 18th day of December, 2000.



Herbert D. Haughton

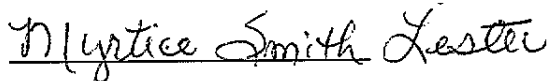
Incorporator

STATE OF FLORIDA    )

COUNTY OF LEON     )

BEFORE ME, the undersigned Notary Public, in and for the State of Florida at large, personally appeared Herbert D. Haughton, known personally to me to be the individual described in and who executed the foregoing Articles of Incorporation of Cunawe Huenla Chekee, Inc. and after being duly sworn, acknowledged that he executed the same for the uses and purposes therein expressed.

(Seal)



Notary Public



Myrtice Smith Lester  
MY COMMISSION # CC721069 EXPIRES  
April 27, 2002  
BONDED THRU TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING  
REGISTERED AGENT/REGISTERED OFFICE**

In accordance with Section 48.091, Florida Statutes, the following designation and acceptance are being submitted in compliance thereof.

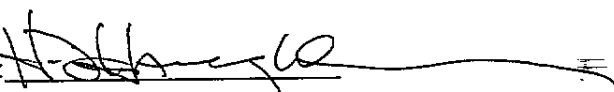
**DESIGNATION:**

Pursuant to the provision of Section 607.0501, Florida Statutes, Cunaw Huenla Chekee, Inc. desires to organize under the laws of the State of Florida, and in connection therewith, hereby designates Igler & Dougherty, P.A. as its registered agent whose address is 1501 Park Avenue East, Tallahassee, Florida 32301, which address shall also be the address of the Registered Office of the Corporation.

**ACCEPTANCE:**

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

**IGLER & DOUGHERTY, P.A.**

By:   
Herbert D. Haughton

Dated: December 18, 2000

FILED  
00 DEC 20 PM 3:48  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA