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WALTON & TOWNSEND, P. A.
ATTORNEYS AT LAW

KATE L. WALTON (1913-1985)

WILLIAM L. TOWNSEND, JR.

January 8, 2001

CAPITAL CITY BANK BUILDING
200 REID STREET
P.O. Box 250
PALATKA, FLORIDA 32178-0250
(904) 328-9676
FAX (904) 325-2833

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: RIVER ADVENTURES, INC.

700003531397--5
-01/10/01--01063--004
*****122.50 *****78.75

Dear Secretary of State:

Enclosed please find original and one copy of Articles of Incorporation and Certificate of Designation of Registered Agent/Registered Office on the above captioned matter. Also enclosed is our check in the amount of \$122.50 which represents payment for filing fees, designation of registered agent, and certified copy costs.

Kindly process accordingly. Please provide us with the certified copies at your earliest convenience. Thank you very much.

Sincerely,



Marilyn E. Fahner
Legal Assistant

MEF/ms
Enclos. (as stated)

FILED
01 JAN 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. Burch JAN 12 2001

FILED
01 JAN 10 PM 2:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

of

RIVER ADVENTURES, INC.

ARTICLE I. NAME OF CORPORATION:

The name of the corporation will be *RIVER ADVENTURES, INC.*

ARTICLE II. PURPOSE OF CORPORATION:

The general purpose of the corporation is to rent, lease, buy, sell, mortgage, convey and transfer real estate, boats, including but not limited to house boats, boating equipment and any other type of marine products and accessories, and to transact any other, and all lawful business permitted under the laws of the State of Florida.

ARTICLE III. TERM OF EXISTENCE:

This corporation shall have perpetual existence.

ARTICLE IV. CAPITAL STOCK:

This corporation is authorized to issue One Thousand (1,000) shares of common stock having a par value of \$1.00 per share.

ARTICLE V. INITIAL PRINCIPAL OFFICE:

The address of the initial principal office of the corporation shall be 422 River Street, Palatka, Putnam County, Florida 32177.

The Board of Directors from time to time may move the corporate office to any other address, either in or out of the State of Florida.

ARTICLE VI. REGISTERED AGENT:

The name and address of the initial registered agent is:

WILLIAM L. TOWNSEND, JR.
Walton & Townsend, P. A.
200 Reid Street, Capital City Bank Building
Palatka, FL 32177

ARTICLE VII. INCORPORATORS:

The name and address of the incorporators signing these Articles of Incorporation are:

LINDA K. FREEMAN
422 River Street
Palatka, FL 32177

LEONARD D. FREEMAN
422 River Street
Palatka, FL 32177

ARTICLE VIII. BOARD OF DIRECTORS:

The corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1) nor more than seven (7). The name and address of the initial directors is as follows:

LINDA K. FREEMAN

422 River Street
Palatka, FL 32177

LEONARD D. FREEMAN

422 River Street
Palatka, FL 32177

JUDITH C. STEIN

6 Oak Hill Drive
Wurtsboro, NY 12790

The persons named as initial directors shall hold office for the first year of existence of this corporation or until his or her successors are elected or appointed and have qualified, whichever shall first occur.

ARTICLE IX. OFFICERS OF THE CORPORATION:

The officers of the corporation shall be elected by the shareholders. The names and addresses of the initial officers of this corporation are as follows:

President:

LEONARD D. FREEMAN

422 River Street
Palatka, FL 32177

Vice President:

JUDITH C. STEIN

6 Oak Hill Drive
Wurtsboro, NY 12790

Secretary: **LINDA K. FREEMAN**
422 River Street
Palatka, FL 32177

Treasurer: **LINDA K. FREEMAN**
422 River Street
Palatka, FL 32177

ARTICLE X. AUTHORIZATION TO ELECT SUB-CHAPTER "S":

This corporation is authorized to elect tax treatment under Sub-Chapter "S" of the Internal Revenue Code.

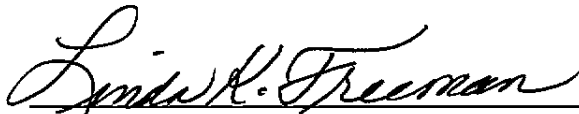
ARTICLE XI. BY-LAWS:

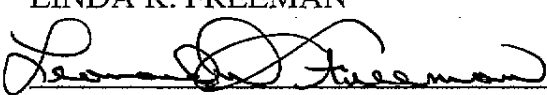
The power to adopt, alter, amend or repeal the By-Laws shall be vested in the shareholders.

ARTICLE XII. AMENDMENTS:

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or by amendment to them, and any right conferred upon the shareholders is subject to this reservation. These Articles of Incorporation may be amended by a majority vote of the shares of said corporation.

IN WITNESS WHEREOF, the undersigned incorporators has/have executed the foregoing Articles of Incorporation on this 4th day of January, 2001.



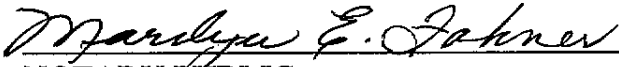
LINDA K. FREEMAN


LEONARD D. FREEMAN

**STATE OF FLORIDA
COUNTY OF PUTNAM, SS:**

BEFORE ME, a Notary Public in and for the above county and state, authorized to take acknowledgments, personally appeared **LINDA K. FREEMAN and LEONARD D. FREEMAN**, to me personally known to be the persons described herein, and who executed the foregoing Articles of Incorporation, after taking an oath, and acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal in the county and state last above written on this 4th day of January, 2001.


NOTARY PUBLIC

My Commission Expires:



Marilyn E. Fahner
MY COMMISSION # CC735101 EXPIRES
August 10, 2002
BONDED THRU TROTT FAIN INSURANCE, INC.

FILED

01 JAN 10 PM 2:03

CLERK OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS
FOR SERVICE OF PROCESS, AND NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED**


OF

RIVER ADVENTURES, INC.

In compliance with Section 48.091, Florida Statutes, the following is submitted:

That **LINDA K. FREEMAN** and **LEONARD D. FREEMAN** desiring to organize a corporation under the name of ***RIVER ADVENTURES, INC.***, under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named **WILLIAM L. TOWNSEND, JR.**, Walton & Townsend, P.A., of 200 Reid Street, Capital City Bank Building, Palatka, FL 32177, as its agent to accept service of process within this state.

Having been named to accept service of process for the above named corporation, at the place designated in this certificate, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Florida law relative to keeping the designated office open.


WILLIAM L. TOWNSEND, JR.

SWORN TO BEFORE ME and subscribed in my presence this 4th day of January, 2001.


NOTARY PUBLIC, STATE OF FLORIDA

My Commission Expires:



Marilyn E. Fahner
MY COMMISSION # CC735101 EXPIRES
August 10, 2002
BONDED THRU TROY FAIN INSURANCE, INC.