

# P01000018852 The Palms

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

February 8, 2001

State of Florida  
Department of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32399

100003675201-- 1  
-02/12/01--01141--019  
\*\*\*\*\*96.25 \*\*\*\*\*87.50

To Whom It May Concern,

Please find enclosed Articles of Incorporation for The Palms, and a check for seventy-eight dollars and twenty-five cents. This amount is for filing of the articles, filing for the registered agent, and a certified copy.

Should there be any questions or concerns related to this matter, please feel free to contact me at 90-467-4003.

Thank you.  
Sincerely,



Deborah A. Walters  
Executive Assistant

EFFECTIVE DATE  
02-05-01

Debbie Walters GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT eff. date  
DATE 02-20-01  
DOC. EXAM gj

wol-3926  
gj/13



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

February 13, 2001

DEBORAH A. WALTERS  
140 SHELL HARBOUR RD.  
SATSUMA, FL 32189

SUBJECT: THE PALMS, INC.  
Ref. Number: W01000003419

We have received your document for THE PALMS, INC. and your check(s) totaling \$96.25. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

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) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 201A00008870

**ARTICLES OF INCORPORATION  
OF  
THE PALMS RESORT, INC.**

**ARTICLE I**

Corporate Name and Principal Office

The name of this corporation is The Palms Resort, Incorporated and its principal office and mailing address is 140 Shell Harbour Road, Satsuma, Florida 32189

**ARTICLE II**

Commencement of Corporate Existence

The corporation shall come into existence on February ~~5~~, 2001.

**ARTICLE III**

General Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States or of the State of Florida.

**ARTICLE IV**

Common Capital Stock

The aggregate number of shares of common stock that this corporation shall be authorized to have outstanding at any one time shall be 1,000 [one thousand] shares of common stock at no par per share. Each share of issued and outstanding common stock shall entitle the holder thereof to participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**

Preferred Stock

The aggregate number of shares of preferred stock that this corporation shall be authorized to have outstanding at any one time shall be 1,000 [one thousand] shares at no

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**EFFECTIVE DATE**  
02-05-01

or .001 par value. The corporation may divide and issue the preferred shares in series, designated to distinguish each series from the shares of other series. The Board of Directors is hereby specially vested with authority to divide the classed of preferred shares in to series so established to the full extent permitted by the Articles of Incorporation and laws in the State of Florida in respect to the following: (a) the number of shares to constitute such series, and the distinctive designation thereof; (b) the rate and preference of dividends, if any, time of payment of dividends, whether dividends are cumulative and the date from which any dividend shall accrue; (c) whether shares may be redeemed and, if so, the redemption price and terms and condition of redemption; (d) the amount payable upon shares in the event of involuntary liquidation; (e) the amount payable upon shares in the event of voluntary liquidation; (f) sinking fund or other provisions, if any; for the redemption or purchase of shares (g) the terms and conditions o which shares may be converted if the share of any series are issued with the privilege of conversion; (h) voting powers, if any; and (I) any other relative rights and preferences of the shares of such series, including, without limitation, and restriction on an increase in the number of shares of any series theretofore authorized and any limitation or restriction of rights and powers to which shares of any further series shall be subject.

## ARTICLE VI

### Initial Registered Office and Agent

The street address of the initial registered office of the corporation shall be 109 Shell Harbour Way and the initial registered agent of the corporation at such address is Tracy Dale Walters.

## ARTICLE VII

### Incorporator

The name and address of the corporation's incorporator is:

Name: Tracy Dale Walters

Address: 109 Shell Harbour Way  
Satsuma, Florida 32189

## ARTICLE VIII

### By-Laws

The power to adopt, alter, amend or repeal by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ARTICLE IX

### Indemnification

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in 607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee, or agent thereof, whether current or former, together with his or her personal representative, devisees or heirs, in the manner and to the extent contemplated by 607.0850, as then in effect, or by any successor law thereto.

IN WITNESS THEREOF, the undersigned has executed these Articles this 15<sup>th</sup>  
day of FEBRUARY, 2001.

Tracy D. Walters  
Tracy Dale Walters

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**CERTIFICATE DESIGNATING  
REGISTERED AGENT**

Pursuant to the provisions of 48.091 and 607.0501, Florida Statutes, The Palms Resort, Inc., desiring to organize under the laws of the State of Florida, hereby designated Tracy Dale Walters, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 109 Shell Harbour Way, Satsuma, Florida 32189, the business office of its Registered Agent, as its Registered Office.

The Palms Resort, Inc.

By: Tracy D. Walters  
Incorporator

**ACKNOWLEDGMENT**

I hereby accept my appointment as Registered Agent of the above named corporation, acknowledgment that I am familiar with and accept the obligation imposed by Florida law upon that position, and agree to act as such in accordance with provisions of 48.091 and 607.0505, Florida Statutes.

Tracy D. Walters  
Registered Agent

Julie Melchor  
2-15-01

