

P010000018941

TRANSMITTAL LETTER

DEPARTMENT OF STATE
POB 6327
Tallahassee, Florida 32314

Subject: Naples Visitors Center, Corporation

600003743846--6
-02/20/01--01098--002
*****78.75 *****78.75

I enclose an original and one (1) copy of the articles of incorporation and a check in the amount of \$78.75.

Ute Rosinus Febr. 14-01
Ute Rosinus Date

From: Ute Rosinus
267811 South Bay Drive.Suite240
Bonita Springs.Florida.34134

FILED
01 FEB 20 AM 9:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
Naples Visitors Center, Corporation**

In compliance with the requirements of F.S. Chapter 607, the undersigned, being natural person, does hereby act as an incorporator in adopting and filing the following Articles Of Incorporation for the purpose or organizing a business corporation.

ARTICLE I

The name of the corporation shall be:

Naples Visitors Center, Corporation

**ARTICLE II
PURPOSE**

The Corporation shall have the right to engage in any lawful activity for which Corporations may be organized under Florida Business Corporation Act.

**ARTICLE III
CONTROL OF SHARES / PREEMPTIVE RIGHTS**

No shareholder shall have their right to assign the any shareholders interest in the Corporation without a written agreement of the majority shareholders. If the majority of the shareholders do not approve the assignment of the units, the assignee shall have no right to become a shareholder, to participate in the management of the Corporation, or to exercise any other rights or powers of a shareholder. The assignee shall merely be entitled to receive as share of the profits or other distributions and the allocation of income, gain, loss deduction, credit or similar item to which the assignor was entitled, to the extent assigned.

**ARTICLE VI
DISSOLVE CORPORATION**

The Corporation shall be dissolved upon the death, bankruptcy, dissolution, or termination of a shareholder the Corporation for any reason, unless the business of the Corporation is continued by the consent of the remaining members in the Corporation within 30 days after any of these events.

**ARTICLE V
DURATION OF CORPORATION**

The duration of the Company shall be perpetual unless the Corporation dissolves in accordance with the provisions of the Corporations regulations or these Articles

**ARTICLE VI
PRINCIPAL OFFICE**

The principal mailing address of this corporation shall be:

**26811 South Bay Drive.Suite240
Bonita Springs . Florida . 34134**

**ARTICLE VII
CAPITAL SHARES**

The maximum aggregate number of shares of stock that this corporation is authorized to issue and have outstanding shall be:

FIVE HUNDRED (500)

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**ARTICLE VIII
INITIAL REGRESTERED AGENT AND ADDRESS**

The name and street address of the incorporator to these articles:

Ute Rosinus
26811 South Bay Drive.Suite240
Bonita Springs . Florida . 34134

**ARTICLE IX
PRINCIPALS**

The Principals of the Corporation shall be:

Ute Rosinus
267811 South Bay Drive.Suite240
Bonita Springs.Florida.34134

And

C. BRADLEY PATTERSON
26811 South Bay Drive.Suite240
Bonita Springs . Florida . 34134

**ARTICLE X
AMENDMENT OF BYLAWS**

The Bylaws of the Corporation may be amended by majority vote of either the directors or shareholders.

**ARTICLE XI
AMENDMENT OF BYLAWS**

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

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this day 5th day of February, 2001



Ute Rosinus

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the State of Florida, submits the following statement in designating the registered office / registered agent in the State Of Florida.

- I. The name of the corporation is: **Naples Visitors Center, Corporation**
II.

The name and address of the registered agent and office is:

**Ute Rosinus
267811 South Bay Drive.Suite240
Bonita Springs.Florida.34134**

Signature: *Ute Rosinus*

Title: *Principal*

Date: *Febr. 14-01*

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Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate. I hereby accept the above appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ute Rosinus

Ute Rosinus

Febr. 14-01

Date