

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P010000090448
Vilaxhan Corporation

FILED
01 SEP 14 PM 12:11
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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☒ Art of Inc. File _____

____ LTD Partnership File _____

____ Foreign Corp. File _____

____ L.C. File _____

____ Fictitious Name File _____

____ Trade/Service Mark _____

____ Merger File _____

____ Art. of Amend. File _____

____ RA Resignation _____

____ Dissolution / Withdrawal _____

☒ Annual Report / Reinstatement _____

____ Cert. Copy _____

____ Photo Copy _____

____ Certificate of Good Standing _____

____ Certificate of Status _____

____ Certificate of Fictitious Name _____

____ Corp Record Search _____

____ Officer Search _____

____ Fictitious Search _____

____ Fictitious Owner Search _____

____ Vehicle Search _____

____ Driving Record _____

____ UCC 1 or 3 File _____

____ UCC 11 Search _____

____ UCC 11 Retrieval **J. BRYAN SEP 14 2001**

____ Courier _____

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2001 SEP 14 AM 11:01
TO AGENCY FILE
SUFFICIENCY OF FILING

Signature _____

Requested by: *KC* *9/14*

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____

**ARTICLES OF INCORPORATION
OF
VILAXUAN CORPORATION**

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**ARTICLE I
NAME**

The name of this corporation is **VILAXUAN CORPORATION.**

**ARTICLE II
DURATION**

This corporation shall have a perpetual existence commencing upon the filing hereof as provided by Florida Statutes, of these Articles of Incorporation by the Department of State.

**ARTICLE III
PURPOSE**

The nature of the business or purposes to be conducted or promoted are:
The development, sale, and marketing of condominiums, timeshares, and real properties and doing all activities incidental thereto and associated therewith, and to transact any or all lawful activities or businesses permitted under the laws of the United States and the State of Florida, or any other state, county, or nation.

**ARTICLE IV
CAPITAL STOCK**

This corporation is authorized to issue 10,000 shares of \$1.00 par value common stock.

**ARTICLE V
VOTING RIGHTS**

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

**ARTICLE VI
PREEMPTIVE RIGHTS**

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

**ARTICLE VII
INITIAL REGISTERED OFFICE AND AGENT**

The mailing address and the address of the initial registered principal office of this corporation is 1980 N. Atlantic Avenue, Suite 801, Cocoa Beach, Florida 32931 and the name of the initial registered agent of this corporation at that address is JOHN J. KABBOORD, JR..

**ARTICLE VIII
INITIAL BOARD OF DIRECTORS**

This corporation shall have two (1) director initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one. The names and addresses of the initial Director of this corporation is:

NAME:

ADDRESS:

BENIGNO BOUZAS

**6 Westpoint Drive
Cocoa Beach, FL 32931**

**ARTICLE IX
INCORPORATOR**

The name and address of the persons signing these Articles of Incorporation is:

NAME:

ADDRESS:

JOHN J. KABBOORD, JR.

**1980 N. Atlantic Avenue, Suite 801
Cocoa Beach, FL 32931**

**ARTICLE X
BYLAWS**

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

**ARTICLE XI
APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER**

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

**ARTICLE XII
COMPENSATION OF DIRECTORS**

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

**ARTICLE XII
INDEMNIFICATION**

This corporation shall, to the fullest extent permitted by Florida law, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said Statute from and against any and all of the expenses, liabilities, or other matters referred to in or covered by said Statute, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled to under any Bylaw,

agreement, vote of stockholders, or disinterested directors, or otherwise, both as to action in his official capacity and as to action in another capacity while holding such officer, and shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such a person.

ARTICLE XIV AMENDMENT

This corporation 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.

ARTICLE XV

The Corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 13th day of September, 2001.



JOHN J. KABBOORD, JR.

STATE OF FLORIDA
COUNTY OF BREVARD

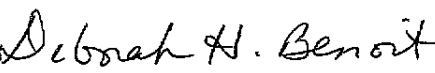
BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared JOHN J. KABBOORD, JR. known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and who acknowledged before me that he executed these Articles of Incorporation, and produced _____ as identification and did take an oath.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 13TH day of September, 2001.

NOTARY PUBLIC:

My Commission Expires:

Sign:



Print:

DEBORAH H. BENOIT

State of Florida at Large



Deborah Horton Benoit
MY COMMISSION # CC710273 EXPIRES
May 18, 2002
BONDED THRU TROY FAIN INSURANCE, INC.

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

VILAXUAN CORPORATION desiring to organize under the laws of the State of Florida, with its principal office as indicated by the Articles of Incorporation in the City of Cocoa Beach, County of Brevard, State of Florida, has named JOHN J. KABBOORD, JR. as its agent to accept service of process within the State of Florida.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Act relative to keeping open said office.



JOHN J. KABBOORD, JR.

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