

P01000090882

Surf's Up Adventures, Inc.
1675 Bennett's End
Fort Walton Beach, FL 32547
Okaloosa County

EFFECTIVE DATE
09-06-01

FILED

01 SEP 13 PM 12:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

September 10th, 2001

Florida Department of State
Division of Corporations - New Filings Section
P.O. Box 6327
Tallahassee, Florida 32314

000004587600--0
-09/13/01--01075--006
*****78.75 *****78.75

Re: Surf's Up Adventures, Inc.

Dear Processing Agent,

Enclosed are:

- A. Articles of Incorporation in duplicate for Surf's Up Adventures, Inc.
- B. Check # 1357 for filing fees of \$78.75 (Seventy Eight and 75/100 Dollars.)

We request an effective incorporation date be September 1, 2001 or as soon thereafter as possible.

Please mail certification to:

Janet Gentry CPA
P.O. Box 1210
Fort Walton Beach, FL 32549

If you need additional information, kindly contact either

Janet Gentry, C.P.A. or
Darlene Burke, C.P.A.

at telephone number 850-863-0000 or
fax number 850-863-1702

Thank you,


John G. Bailey
Treasurer

Enclosures

- 1. Articles of Incorporation
- 2. Check

Janet Gentry GAVE
AUTHORIZATION BY PHONE TO
CORRECT Effect. Date
DATE 9-17-01
DOC. EXAM CB

EFFECTIVE DATE
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
SURF'S UP ADVENTURES, INC.**

ARTICLE I - NAME

The name of this corporation is Surf's Up Adventures, Inc. (hereinafter referred to as the "Corporation").

ARTICLE II - DURATION

The Corporation shall exist perpetually, commencing on the date of September 6, 2001 filing these Articles with the Department of State.

ARTICLE III - PURPOSE

The Corporation is organized for the purpose of transacting any or all lawful business not inconsistent with the laws of the State of Florida.

ARTICLE IV - CAPITAL STOCK

The Corporation is authorized to issue 100 shares of (\$5.00) par value common stock.

ARTICLE V - PREEMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of the Corporation of the same kind, class, or series as that which he or she already holds, shall have the right to purchase his or her 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 VI - TRANSFERABILITY OF SHARES

The transferability of all shares of stock in the Corporation shall be restricted in accordance with this Article VI. No shareholder nor any shareholder's heirs, executors or administrators shall sell, exchange, give, transfer, pledge, hypothecate or otherwise dispose of any shares in the Corporation or any interest in the shares except with the express written consent of other shareholders of the Corporation holding, in the aggregate, not less than one-half of all the outstanding shares of stock in the Corporation.

**ARTICLE VII - INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT:**

The street address of the initial principal office of the Corporation is:

Surf's Up Adventures, Inc.,
1675 Bennett's End
Fort Walton Beach, FL 32547.

The mailing address of the initial principal office of the Corporation is:

1675 Bennett's End
Fort Walton Beach, FL 32547.

The street address of the initial registered office of the Corporation is:

1675 Bennett's End
Fort Walton Beach, FL 32547.

The mailing address of the initial registered office of the Corporation is:

1675 Bennett's End
Fort Walton Beach, FL 32547.

The initial registered agent of the Corporation at that address is JOHN G. BAILEY.

ARTICLE VIII - INITIAL BOARD OF DIRECTORS

The Corporation shall have one(1) director initially. The number of directors may be either increased or diminished from time to time by the By-laws of the Corporation but shall never be less than one. The name of the initial director of the Corporation is:

JOHN G. BAILEY
his address is:
1675 BENNETT'S END
FORT WALTON BEACH, FL 32547.

ARTICLE IX - INCORPORATOR

The name of the person signing these articles is JOHN G. BAILEY and his address is

1675 BENNETT'S END
FORT WALTON BEACH, FL 32547.

ARTICLE X - BY-LAWS

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

ARTICLE XI - SECTION 1244 STOCK

It is the intent of this charter that the Director may sell the capital stock of the Corporation in accordance with the conditions of Sections 1242-1244, inclusive, of the Internal Revenue Code of 1986, as amended.

ARTICLE XII - ORGANIZATIONAL COSTS

It is the intent of this charter that the Directors may utilize the benefits of amortizing their organizational costs per Internal Revenue Codes Section, over 60 months, and amortizing any start-up costs reclassified, pursuant to Section 195 into Section 248.

ARTICLE XIII - ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this corporation may take action by written consent, as provided by law.

ARTICLE XIV - AMENDMENT

This corporation reserves the right to amend or repeal any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

Acknowledgment of Registered Agent:

Having been named to accept service of process of the Corporation stated above, at the place designated in the Articles of Incorporation, I hereby accept to act in this capacity and agree to comply with the provisions of Chapter 48, Florida Statutes, relative to keeping open said office.

John G. Bailey
Registered Agent, JOHN G. BAILEY

John G. Bailey
Incorporator, JOHN G. BAILEY

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation on this 10th day of September, 2001.

John G. Bailey
JOHN G. BAILEY

STATE OF FLORIDA
COUNTY OF Okaloosa

The foregoing instrument was acknowledged before me this 10th day of September, 2001, by JOHN G. BAILEY, Incorporator, of Surf's Up Adventures, Inc., a Florida corporation, on behalf of the corporation. He is personally known to me or has produced Florida Driver's License Number B400-467-71-408-0 as identification and did take an oath. *Military ID Card*

Carlene J. Grant
Notary Public
Commission Number

CARLENE J. GRANT
Notary Public - State of Florida
My Commission Expires Apr. 12, 2002
Commission # CC 732532