

**COLLIER & COFFIELD**

ATTORNEYS AT LAW

P. COLLEEN COFFIELD  
ADMITTED IN FLORIDA AND LOUISIANA

BRUCE CLAYTON COLLIER  
ADMITTED IN LOUISIANA ONLY

1719 SOUTH COUNTY HIGHWAY 393  
SANTA ROSA BEACH, FLORIDA 32459  
(850) 622-1141  
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December 3, 2001

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-12/04/01--01079--018  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Secretary of State - Via UPS #1Z F21 1V6 01 4029 7428  
Corporate Records Bureau  
Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Bodega, Inc.

To Whom It May Concern:

Enclosed please find the original and one copy of the executed Articles of Incorporation, as well as the Acceptance of registered agent, in regard to the above-referenced corporation. Also enclosed is a check in the amount of \$78.75 to cover the fee in this respect. Upon filing, please return the copy of the Articles to me.

Thank you for your assistance in this matter. If you should have any questions, please do not hesitate to contact me.

Sincerely,

  
P. Colleen Coffield

PCC:scw  
Enclosure: as stated above  
cc: Mr. and Mrs. Martin Ireland (w/Enc.)

FILED  
01 DEC -4 PM 12:44  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

G. BULLOCK DEC 06 2001

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**ARTICLES OF INCORPORATION**

**OF**

**BODEGA, INC.**

**FILED**

**01 DEC -4 PM 12:44**

**SECRETARY OF STATE  
TALLAHASSEE, FLORIDA**

The undersigned subscriber of these ARTICLES OF INCORPORATION, a  
natural person competent to contract, hereby forms a corporation under the laws of the State of  
Florida.

**Article I - Name**

The name of this corporation is **BODEGA, INC.**

**Article II - Duration**

This corporation shall exist perpetually, commencing upon filing.

**Article III - Purpose**

This corporation is organized for the purpose of transacting any or all lawful  
business.

**Article IV - Address**

The initial principal place of business and mailing address of this corporation is  
156 Rachel Road, Santa Rosa Beach, Florida 32459.

**Article V - Capital Stock**

The number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00 per share.

#### **Article VI - Preemptive Rights**

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class of series as that which he already holds, shall have the right to purchase his pro-rata share thereof, at the price at which it is offered to others.

#### **Article VII - Initial Registered Office and Agent**

The street address of the initial registered office of this corporation is 156 Rachel Road, Santa Rosa Beach, Florida 32459 and the name of the initial registered agent of this corporation at that address is Martin Ireland.

#### **Article VIII - Directors**

This corporation shall have two directors initially. The number of directors may be increased or decreased from time to time by the By-Laws. Directors of this corporation may be removed only for cause. The names and addresses of the initial directors of this corporation are:

Martin Ireland

156 Rachel Road  
Santa Rosa Beach, Florida 32459

Tracie Ireland

156 Rachel Road  
Santa Rosa Beach, Florida 32459

### **Article IX - Incorporator**

The name and address of the incorporator to these Articles of Incorporation is:

Martin Ireland

156 Rachel Road  
Santa Rosa Beach, Florida 32459

### **Article X - By-Laws**

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

### **Article XI - Indemnification**

This corporation shall indemnify any officer or director or any former officer or director, to the full extent permitted by law.

### **Article XII - Amendment**

This corporation reserves the right to amend or repeal any provisions contained in these articles of incorporation.

### **Article XIII - Restriction on Transferability of Stock**

The shares held by the shareholders of this corporation may not be resold or otherwise transferred to any other person unless such shares are first offered to the remaining shareholders of the corporation, or to the corporation. The price and terms of which, and the time within which such shares may be offered and sold, shall be further specified in the By-Laws of this corporation.

The undersigned has executed these Articles of Incorporation this 3rd day of December, 2001.

  
Martin Ireland, Incorporator

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

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

1. The name of the corporation is:

Bodega, Inc.

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

Martin Ireland

156 Rachel Road  
Santa Rosa Beach, Florida 32459

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Signature Martin Ireland, Director  
Martin Ireland, Director

Date 12-03-01

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATE CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE 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.

Signature Martin Ireland

Date 12-03-01